

AMENDMENT

Subject matter to be added is in bold and underlined.

Subject matter to be deleted is in bold and strikethrough.

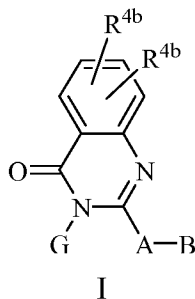
In the Claims:

Please enter rewritten claims 1-7 as provided below and cancel claim 21.

This listing of claims will replace all prior versions and listings of claims in the application.

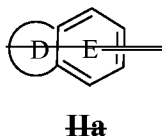
Listing of Claims:

1. (Currently Amended) A compound of formula I:



or a stereoisomer or pharmaceutically acceptable salt thereof, wherein;

G is pyridyl substituted with 1-2 R; ~~a group of formula Ha:~~



~~ring D, including the two atoms of Ring E to which it is attached, is a 5-6 membered ring consisting of: carbon atoms and 0-2 heteroatoms selected from the group consisting of N, O, and S(O)_p;~~

~~ring D is substituted with 0-2 R and has 0-3 ring double bonds;~~

~~E is selected from phenyl, pyridyl, pyrimidyl, pyrazinyl, and pyridazinyl, and is substituted with 1-2 R;~~

~~alternatively, ring D is absent and ring E is selected from phenyl, pyridyl, pyrimidyl, pyrazinyl, and pyridazinyl, and ring E is substituted with 1-2 R;~~

~~R is selected from H, C₁₋₄ alkyl, F, Cl, Br, I, OH, OCH₃, -OCH₂CH₃, -OCH(CH₃)₂, -OCH₂CH₂CH₃, CN, -C(=NR⁸)NR⁷R⁹, -NHC(=NR⁸)NR⁷R⁹, -NR⁸CH(=NR⁷), NH₂, -NH(C₁₋₃ alkyl), -N(C₁₋₃ alkyl)₂, -C(=NH)NH₂, -CH₂NH₂, -CH₂NH(C₁₋₃ alkyl), -CH₂N(C₁₋₃ alkyl)₂, -CH₂CH₂NH₂, -CH₂CH₂NH(C₁₋₃ alkyl), -CH₂CH₂N(C₁₋₃ alkyl)₂, -(CR⁸R⁹)_tC(O)H, -(CR⁸R⁹)_tC(O)R^{2e}, -(CR⁸R⁹)_tNR⁷R⁸, -(CR⁸R⁹)_tC(O)NR⁷R⁸, -(CR⁸R⁹)_tNR⁷C(O)R⁷, -(CR⁸R⁹)_tOR³, -(CR⁸R⁹)_tS(O)_pNR⁷R⁸, -(CR⁸R⁹)_tNR⁷S(O)_pR⁷, -(CR⁸R⁹)_tSR³, -(CR⁸R⁹)_tS(O)R³, -(CR⁸R⁹)_tS(O)₂R³, and -OCF₃, provided that S(O)_pR⁷ forms other than S(O)₂H or S(O)H;~~

R is selected from H, C₁₋₄ alkyl, F, Cl, OH, OCH₃, -OCH₂CH₃, -OCH(CH₃)₂, CN, NH₂, -NH(C₁₋₃ alkyl), -N(C₁₋₃ alkyl)₂, -C(=NH)NH₂, -CH₂NH₂, -CH₂NH(C₁₋₃ alkyl), -CH₂N(C₁₋₃ alkyl)₂, -C(O)NR⁷R⁸, -CH₂C(O)NR⁷R⁸, -S(O)_pNR⁷R⁸, -CH₂S(O)_pNR⁷R⁸, and -OCF₃;

~~alternatively, when 2 R groups are attached to adjacent atoms, they combine to form methylenedioxy or ethylenedioxy;~~

A is selected from phenyl, and pyridyl, ~~and pyrimidyl~~, and is substituted with 0-2 R⁴;

~~B is selected from: Y, X-Y, (CH₂)₀₋₂C(O)NR²R^{2a}, (CH₂)₀₋₂NR²R^{2a}, -C(=NR²)NR²R^{2a}, and -NR²C(=NR²)NR²R^{2a}, provided that Z and B are attached to different atoms on A;~~

~~X is selected from (CR²R^{2a})₁₋₄, CR²(CR²R^{2b})(CH₂)_t, C(O), C(=NR^{1b}), -CR²(NR^{1b}R²), -CR²(OR²), -CR²(SR²), -C(O)CR²R^{2a}, -CR²R^{2a}C(O), -S, -S(O), -S(O)₂, -SCR²R^{2a}, -S(O)CR²R^{2a}, -S(O)₂CR²R^{2a}, -CR²R^{2a}S, -CR²R^{2a}S(O), -CR²R^{2a}S(O)₂, -S(O)₂NR², -NR²S(O)₂, -NR²S(O)₂CR²R^{2a}, -CR²R^{2a}S(O)₂NR², -NR²S(O)₂NR², -C(O)NR², -NR²C(O), -C(O)NR²CR²R^{2a}, -NR²C(O)CR²R^{2a}, -CR²R^{2a}C(O)NR², -CR²R^{2a}NR²C(O), -NR²C(O)O, -OC(O)NR², -NR²C(O)NR², -NR², -NR²CR²R^{2a}, -CR²R^{2a}NR², O, -CR²R^{2a}O, and -OCR²R^{2a};~~

Y B is selected from: phenyl ~~C₃₋₁₀-carbo~~cycle substituted with 0-2 R^{4a}, and ~~5-10~~ 5-6 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p substituted with 0-2 R^{4a};

~~R^{1b} is selected from H, C₁₋₃-alkyl, F, Cl, Br, I, CN, NO₂, CHO, (CF₂)_fCF₃, (CR³R^{3a})_fOR², NR²R^{2a}, C(O)R^{2b}, CO₂R^{2b}, OC(O)R², CH(CH₂OR²)₂, (CF₂)_fCO₂R^{2a}, S(O)_pR^{2b}, NR²(CH₂)_fOR², C(=NR^{2e})NR²R^{2a}, NR²C(O)R^{2b}, NR²C(O)NR²R^{2a}, NR²C(O)₂R^{2a}, OC(O)NR²R^{2a}, C(O)NR²R^{2a}, C(O)NR²(CH₂)_fOR², SO₂NR²R^{2a}, NR²SO₂R², C(O)NR²SO₂R², C₃₋₆-carbo~~cycle substituted with 0-2 R^{4b}, and 5-10 membered heterocycle substituted with 0-2 R^{4b} and consisting of carbon atoms and from 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p, provided that R^{1b} forms other than an O-O, N-halo, N-S, or N-CN bond and provided that S(O)_pR² forms other than S(O)₂H or S(O)H;

R², at each occurrence, is selected from H, CF₃, C₁₋₆ alkyl, benzyl, and phenyl ~~(CH₂)_f-C₃₋₁₀-carbo~~cycle substituted with 0-2 R^{4b}, and ~~(CH₂)_f-5-10 membered~~ heterocycle substituted with 0-2 R^{4b} and consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p;

R^{2a}, at each occurrence, is selected from H, CF₃, C₁₋₆ alkyl, benzyl, and phenyl ~~(CH₂)_f-C₃₋₁₀-carbo~~cycle substituted with 0-2 R^{4b}, and ~~(CH₂)_f-5-10 membered~~ heterocycle substituted with 0-2 R^{4b} and consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p;

~~alternatively, R² and R^{2a}, together with the nitrogen atom to which they are attached, combine to form a 5 or 6 membered saturated, partially saturated, or unsaturated ring substituted with 0-2 R^{4b} and consisting of: 0-1 additional heteroatoms selected from the group consisting of N, O, and S(O)_p;~~

R^{2b}, at each occurrence, is selected from CF₃, C₁₋₄ alkoxy, C₁₋₆ alkyl ~~substituted with 0-2 R^{4b}, (CH₂)_f-C₃₋₁₀-carbo~~cycle substituted with 0-2 R^{4b}, and

~~-(CH₂)_f-5-10 membered heterocycle substituted with 0-2 R^{4b} and consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p;~~

R^{2c}, at each occurrence, is selected from CF₃, OH, C₁₋₄ alkoxy, and C₁₋₆ alkyl;

~~-(CH₂)_f-C₃₋₁₀ carbocycle substituted with 0-2 R^{4b}, and -(CH₂)_f-5-10 membered heterocycle substituted with 0-2 R^{4b} and consisting of carbon atoms and from 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p;~~

R³, at each occurrence, is selected from H, CH₃, CH₂CH₃, CH₂CH₂CH₃, CH(CH₃)₂, CH₂CH₂CH₂CH₃, CH₂CH(CH₃)₂, CH(CH₃)CH₂CH₃, C(CH₃)₃, benzyl, and phenyl;

R^{3a}, at each occurrence, is selected from H, CH₃, CH₂CH₃, CH₂CH₂CH₃, CH(CH₃)₂, CH₂CH₂CH₂CH₃, CH₂CH(CH₃)₂, CH(CH₃)CH₂CH₃, C(CH₃)₃, benzyl, and phenyl;

R^{3c}, at each occurrence, is selected from CH₃, CH₂CH₃, CH₂CH₂CH₃, CH(CH₃)₂, CH₂CH₂CH₂CH₃, CH₂CH(CH₃)₂, CH(CH₃)CH₂CH₃, C(CH₃)₃, benzyl, and phenyl;

R^{3d}, at each occurrence, is selected from H, CH₃, CH₂CH₃, CH₂CH₂CH₃, CH(CH₃)₂, CH₂CH₂CH₂CH₃, CH₂CH(CH₃)₂, CH(CH₃)CH₂CH₃, C₁₋₄ alkyl-phenyl, and C(=O)R^{3c};

R⁴, at each occurrence, is selected from H, =O, (CR³R^{3a})_rOR², F, Cl, Br, I, C₁₋₄ alkyl, -(CR³R^{3a})_rCN, -(CR³R^{3a})_rNO₂, -(CR³R^{3a})_rNR²R^{2a}, -(CR³R^{3a})_rC(O)R^{2c}, -(CR³R^{3a})_rNR²C(O)R^{2b}, -(CR³R^{3a})_rC(O)NR²R^{2a}, ~~-(CR³R^{3a})_fNR²C(O)NR²R^{2a},~~ ~~-(CR³R^{3a})_fC(=NR²)NR²R^{2a},~~ ~~-(CR³R^{3a})_fC(=NS(O)₂R^{5a})NR²R^{2a},~~ ~~-(CR³R^{3a})_fNHC(=NR²)NR²R^{2a},~~ ~~-(CR³R^{3a})_fC(O)NHC(=NR²)NR²R^{2a},~~ -(CR³R^{3a})_rSO₂NR²R^{2a}, ~~-(CR³R^{3a})_fNR²SO₂NR²R^{2a},~~ -(CR³R^{3a})_rNR²SO₂-C₁₋₄ alkyl, ~~-(CR³R^{3a})_fNR²SO₂R^{5a},~~ ~~-(CR³R^{3a})_fS(O)_pR^{5a},~~ and -(CR³R^{3a})_r(CF₂)_rCF₃, ~~-NHCH₂R^{1b},~~ ~~-OCH₂R^{1b},~~ ~~-SCH₂R^{1b},~~ ~~-N(CH₂)₂(CH₂)_tR^{1b},~~ ~~-O(CH₂)₂(CH₂)_tR^{1b},~~

~~$-\text{S}(\text{CH}_2)_2(\text{CH}_2)_t\text{R}^{1b}$, $-(\text{CR}^3\text{R}^{3a})_f$ -5-6 membered carbocycle substituted with 0-1 R^5 , and a $-(\text{CR}^3\text{R}^{3a})_f$ -5-6 membered heterocycle substituted with 0-1 R^5 and consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $\text{S}(\text{O})_p$;~~

R^{4a} , at each occurrence, is selected from H, =O, $-(\text{CR}^3\text{R}^{3a})_f\text{OR}^2$, $-(\text{CR}^3\text{R}^{3a})_f\text{F}$, $-(\text{CR}^3\text{R}^{3a})_f\text{Br}$, $-(\text{CR}^3\text{R}^{3a})_f\text{Cl}$, $-(\text{CR}^3\text{R}^{3a})_f\text{I}$, C₁₋₄ alkyl, $-(\text{CR}^3\text{R}^{3a})_f\text{CN}$, $-(\text{CR}^3\text{R}^{3a})_f\text{NO}_2$, $-(\text{CR}^3\text{R}^{3a})_f\text{NR}^2\text{R}^{2a}$, $-(\text{CR}^3\text{R}^{3a})_f\text{C}(\text{O})\text{R}^{2c}$, $-(\text{CR}^3\text{R}^{3a})_f\text{NR}^2\text{C}(\text{O})\text{R}^{2b}$, $-(\text{CR}^3\text{R}^{3a})_f\text{C}(\text{O})\text{NR}^2\text{R}^{2a}$, ~~$-(\text{CR}^3\text{R}^{3a})_f\text{N}=\text{CHOR}^3$,~~ $-(\text{CR}^3\text{R}^{3a})_f\text{C}(\text{O})\text{NH}(\text{CH}_2)_2\text{NR}^2\text{R}^{2a}$, $-(\text{CR}^3\text{R}^{3a})_f\text{NR}^2\text{C}(\text{O})\text{NR}^2\text{R}^{2a}$, $-(\text{CR}^3\text{R}^{3a})_f\text{NR}^2\text{C}(\text{O})\text{OR}^2$, $-(\text{CR}^3\text{R}^{3a})_f\text{C}(=\text{NR}^2)\text{NR}^2\text{R}^{2a}$, $-(\text{CR}^3\text{R}^{3a})_f\text{NHC}(=\text{NR}^2)\text{NR}^2\text{R}^{2a}$, $-(\text{CR}^3\text{R}^{3a})_f\text{SO}_2\text{NR}^2\text{R}^{2a}$, $-(\text{CR}^3\text{R}^{3a})_f\text{NR}^2\text{SO}_2\text{NR}^2\text{R}^{2a}$, $-(\text{CR}^3\text{R}^{3a})_f\text{NR}^2\text{SO}_2\text{-C}_{1-4}$ alkyl, ~~$-(\text{CR}^3\text{R}^{3a})_f\text{C}(\text{O})\text{NHSO}_2\text{-C}_{1-4}$ alkyl,~~ $-(\text{CR}^3\text{R}^{3a})_f\text{NR}^2\text{SO}_2\text{R}^5$, $-(\text{CR}^3\text{R}^{3a})_f\text{S}(\text{O})_p\text{R}^5$, and $-(\text{CR}^3\text{R}^{3a})_f(\text{CF}_2)_t\text{CF}_3$, ~~$-(\text{CR}^3\text{R}^{3a})_f$ -3-10 membered carbocycle substituted with 0-1 R^5 , and a $-(\text{CR}^3\text{R}^{3a})_f$ -3-10 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $\text{S}(\text{O})_p$ and substituted with 0-1 R^5 ;~~

R^{4b} , at each occurrence, is selected from H, =O, $-(\text{CR}^3\text{R}^{3a})_f\text{OR}^3$, $-(\text{CR}^3\text{R}^{3a})_f\text{F}$, $(\text{CR}^3\text{R}^{3a})_f\text{Cl}$, $-(\text{CR}^3\text{R}^{3a})_f\text{Br}$, $-(\text{CR}^3\text{R}^{3a})_f\text{I}$, C₁₋₄ alkyl, $-(\text{CR}^3\text{R}^{3a})_f\text{CN}$, $-(\text{CR}^3\text{R}^{3a})_f\text{NO}_2$, $-(\text{CR}^3\text{R}^{3a})_f\text{NR}^3\text{R}^{3a}$, $-(\text{CR}^3\text{R}^{3a})_f\text{C}(\text{O})\text{R}^3$, $-(\text{CR}^3\text{R}^{3a})_f\text{C}(\text{O})\text{OR}^{3e}$, $-(\text{CR}^3\text{R}^{3a})_f\text{NR}^3\text{C}(\text{O})\text{R}^{3a}$, $-(\text{CR}^3\text{R}^{3a})_f\text{C}(\text{O})\text{NR}^3\text{R}^{3a}$, $-(\text{CR}^3\text{R}^{3a})_f\text{NR}^3\text{C}(\text{O})\text{NR}^3\text{R}^{3a}$, $-(\text{CR}^3\text{R}^{3a})_f\text{C}(=\text{NR}^3)\text{NR}^3\text{R}^{3a}$, $-(\text{CR}^3\text{R}^{3a})_f\text{NR}^3\text{C}(=\text{NR}^3)\text{NR}^3\text{R}^{3a}$, $-(\text{CR}^3\text{R}^{3a})_f\text{SO}_2\text{NR}^3\text{R}^{3a}$, $-(\text{CR}^3\text{R}^{3a})_f\text{NR}^3\text{SO}_2\text{NR}^3\text{R}^{3a}$, $-(\text{CR}^3\text{R}^{3a})_f\text{NR}^3\text{SO}_2\text{-C}_{1-4}$ alkyl, $-(\text{CR}^3\text{R}^{3a})_f\text{NR}^3\text{SO}_2\text{CF}_3$, $-(\text{CR}^3\text{R}^{3a})_f\text{NR}^3\text{SO}_2\text{-phenyl}$, $-(\text{CR}^3\text{R}^{3a})_f\text{S}(\text{O})_p\text{CF}_3$, $-(\text{CR}^3\text{R}^{3a})_f\text{S}(\text{O})_p\text{-C}_{1-4}$ alkyl, $-(\text{CR}^3\text{R}^{3a})_f\text{S}(\text{O})_p\text{-phenyl}$, and $-(\text{CR}^3\text{R}^{3a})_f(\text{CF}_2)_t\text{CF}_3$;

R^5 , at each occurrence, is selected from H, C₁₋₆ alkyl, =O, $-(CH_2)_fOR^3$, F, Cl, Br, I, -CN, NO₂, $-(CH_2)_fNR^3R^{3a}$, $-(CH_2)_fC(O)R^3$, $-(CH_2)_fC(O)OR^{3c}$, $-NR^3C(O)R^{3a}$, $-C(O)NR^3R^{3a}$, ~~$-NR^3C(O)NR^3R^{3a}$, $-CH(=NOR^{3d})$, $-C(=NR^3)NR^3R^{3a}$, $-NR^3C(=NR^3)NR^3R^{3a}$~~ , $-SO_2NR^3R^{3a}$, ~~$-NR^3SO_2NR^3R^{3a}$~~ , $-NR^3SO_2-C_{1-4}$ alkyl, $-NR^3SO_2CF_3$, $-NR^3SO_2$ -phenyl, $-S(O)_pCF_3$, $-S(O)_p-C_{1-4}$ alkyl, $-S(O)_p$ -phenyl, $-(CF_2)_fCF_3$, phenyl substituted with 0-2 R^6 , naphthyl substituted with 0-2 R^6 , and benzyl substituted with 0-2 R^6 ;

~~R^{5a} , at each occurrence, is selected from C₁₋₆ alkyl, $-(CH_2)_fOR^3$, $-(CH_2)_fNR^3R^{3a}$, $-(CH_2)_fC(O)R^3$, $-(CH_2)_fC(O)OR^{3e}$, $-(CH_2)_fNR^3C(O)R^{3a}$, $-(CH_2)_fC(O)NR^3R^{3a}$, $-(CF_2)_fCF_3$, phenyl substituted with 0-2 R^6 , naphthyl substituted with 0-2 R^6 , and benzyl substituted with 0-2 R^6 , provided that R^{5a} does not form a S-N or $S(O)_p-C(O)$ bond;~~

R^6 , at each occurrence, is selected from H, OH, $-(CH_2)_fOR^2$, F, Cl, Br, I, C₁₋₄ alkyl, -CN, NO₂, $-(CH_2)_fNR^2R^{2a}$, $-(CH_2)_fC(O)R^{2b}$, $-NR^2C(O)R^{2b}$, $-NR^2C(O)NR^2R^{2a}$, $-C(=NH)NH_2$, $-NHC(=NH)NH_2$, $-SO_2NR^2R^{2a}$, $-NR^2SO_2NR^2R^{2a}$, and $-NR^2SO_2C_{1-4}$ alkyl;

R^7 , at each occurrence, is selected from H, OH, C₁₋₆ alkyl, C₁₋₆ alkyl-C(O)-, C₁₋₆ alkyl-O-, $(CH_2)_n$ -phenyl, C₁₋₄ alkyl-OC(O)-, C₆₋₁₀ aryl-O-, C₆₋₁₀ aryl-OC(O)-, C₆₋₁₀ aryl-CH₂-C(O)-, C₁₋₄ alkyl-C(O)O-C₁₋₄ alkyl-OC(O)-, C₆₋₁₀ aryl-C(O)O-C₁₋₄ alkyl-OC(O)-, C₁₋₆ alkyl-NH₂-C(O)-, phenyl-NH₂-C(O)-, and phenyl C₁₋₄ alkyl-C(O)-;

R^8 , at each occurrence, is selected from H, C₁₋₆ alkyl, and $-(CH_2)_n$ -phenyl;

~~alternatively, R^7 and R^8 , when attached to the same nitrogen, combine to form a 5-10 membered heterocyclic ring consisting of carbon atoms and 0-2 additional heteroatoms selected from the group consisting of N, O, and $S(O)_p$;~~

R^9 , at each occurrence, is selected from H, C₁₋₆ alkyl, and $-(CH_2)_n$ -phenyl;

n, at each occurrence, is selected from 0, 1, 2, and 3;

p, at each occurrence, is selected from 0, 1, and 2;
r, at each occurrence, is selected from 0, 1, 2, 3, 4, 5, and 6; and
t, at each occurrence, is selected from 0, 1, 2, and 3;

provided that:

~~(a) when A is phenyl or pyridyl and G is phenyl or pyridyl, at least one R is other than a substituted or unsubstituted group selected from amidino, guanidino, guanidine-methyl, iminoamino, iminoamino-methyl, amino, amino-methyl, and pyridyl, then B is other than cycloalkyl, $(CH_2)_{0-2}C(O)NR^2R^{2*}$, or $(CH_2)_{0-2}NR^2R^{2*}$, wherein substituted includes being cyclized with an additional heteroatom being optionally present;~~
~~(b) when G is phenyl or pyridyl and A is phenyl or pyridyl, then B is other than a substituted or unsubstituted group selected from amidino, guanidino, guanidine-methyl, iminoamino, iminoamino-methyl, amino, amino-methyl, aminosulfonyl-phenyl, and pyridyl, wherein substituted includes being cyclized with an additional heteroatom being optionally present; and~~
~~(c) when G is hydroxy-phenyl or alkoxy-phenyl, then B is other than acyclic or cyclic-amino-alkoxy.~~

2. (Currently Amended) A compound according to Claim 1, wherein:

~~ring D, including the two atoms of Ring E to which it is attached, is a 5-6 membered ring consisting of: carbon atoms and 0-2 heteroatoms selected from the group consisting of N, O, and S(O)_p;~~

~~ring D is substituted with 0-2 R and has 0-3 ring double bonds;~~

~~E is selected from phenyl, pyridyl, pyrimidyl, pyrazinyl, and pyridazinyl, and is substituted with 1-2 R;~~

~~alternatively, ring D is absent, and ring E is selected from phenyl, pyridyl, and pyrimidyl, and ring E is substituted with 1-2 R;~~

~~R is selected from H, C₁₋₄ alkyl, F, Cl, OH, OCH₃, OCH₂CH₃, OCH(CH₃)₂, CN, C(=NH)NH₂, NH₂, NH(C₁₋₃ alkyl), N(C₁₋₃ alkyl)₂, C(=NH)NH₂, CH₂NH₂,~~

~~-CH₂NH(C₁₋₃-alkyl), -CH₂N(C₁₋₃-alkyl)₂, -(CR⁸R⁹)_tNR⁷R⁸, -C(O)NR⁷R⁸,
-CH₂C(O)NR⁷R⁸, -S(O)_pNR⁷R⁸, -CH₂S(O)_pNR⁷R⁸, and -OCF₃;~~

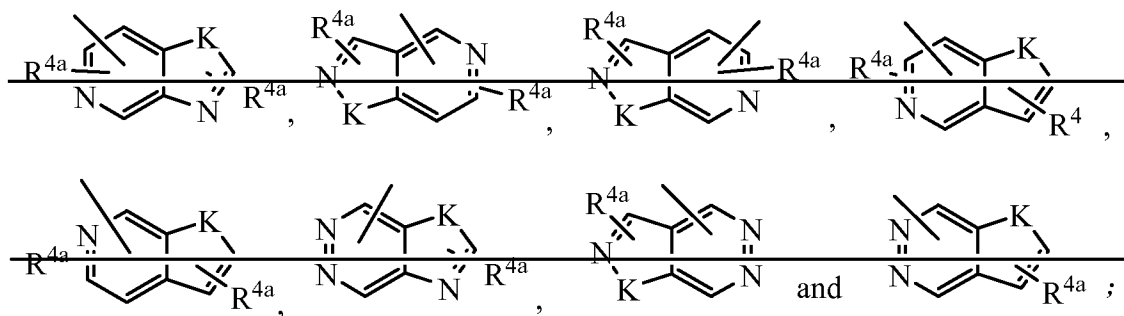
~~alternatively, when 2 R groups are attached to adjacent atoms, they combine to form methylenedioxy or ethylenedioxy;~~

~~B is selected from Y, X-Y, -CH₂NR²R^{2a}, and -CH₂CH₂NR²R^{2a};~~

~~X is selected from (CR²R^{2a})₁₋₄, -C(O)-, C(=NR^{1b}), -CR²(NR^{1b}R²),
-C(O)CR²R^{2a}, -CR²R^{2a}C(O), -C(O)NR², -NR²C(O), -C(O)NR²CR²R^{2a},
-NR²C(O)CR²R^{2a}, -CR²R^{2a}C(O)NR², -CR²R^{2a}NR²C(O), -NR²C(O)NR², -NR²,
-NR²CR²R^{2a}, -CR²R^{2a}NR², O, -CR²R^{2a}O, and -OCR²R^{2a};~~

~~Y B is selected from one of the following rings and is substituted with 0-2 R^{4a};
cyclopropyl, cyclopentyl, cyclohexyl, phenyl, piperidiny, piperazinyl, pyridyl, pyrimidyl,
furanyl, morpholinyl, thiophenyl, pyrrolyl, pyrrolidinyl, oxazolyl, isoxazolyl, isoxazoliny, thiazolyl,
isothiazolyl, pyrazolyl, imidazolyl, 1,2,3-oxadiazolyl, 1,2,4-oxadiazolyl, 1,2,5-oxadiazolyl, 1,3,4-oxadiazolyl,
1,2,3-thiadiazolyl, 1,2,4-thiadiazolyl, 1,2,5-thiadiazolyl, 1,3,4-thiadiazolyl, 1,2,3-triazolyl, 1,2,4-triazolyl, 1,2,5-triazolyl, and 1,3,4-triazolyl;
benzofuranyl, benzothiofuranyl, indolyl, benzimidazolyl, benzoxazolyl, benzthiazolyl, indazolyl, benzisoxazolyl, benzisothiazolyl, and isoindazolyl;~~

~~alternatively, Y is selected from the following bicyclic heteroaryl ring systems:~~



~~K is selected from O, S, NH, and N;~~

~~R^{1b} is selected from H, CH₃, -CH₂CH₃, -CH₂CH₂CH₃, -CH(CH₃)₂, F, Cl, Br, I,
CN, CHO, CF₃, OR², -NR²R^{2a}, -C(O)R^{2b}, -CO₂R^{2b}, -OC(O)R², -CO₂R^{2a},
-S(O)_pR^{2b}, -NR²(CH₂)_fOR², -NR²C(O)R^{2b}, -NR²C(O)NHR², -NR²C(O)₂R^{2a},~~

~~OC(O)NR²R^{2a}, C(O)NR²R^{2a}, C(O)NR²(CH₂)_fOR², SO₂NR²R^{2a}, NR²SO₂R², C₅₋₆-carbocycle substituted with 0-2 R^{4b}, and 5-6 membered heterocycle substituted with 0-2 R^{4b} and consisting of carbon atoms and from 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p, provided that R^{1b} forms other than an O-O, N-halo, N-S, or N-CN bond and provided that S(O)_pR² forms other than S(O)₂H or S(O)H;~~

R², at each occurrence, is selected from H, CF₃, CH₃, CH₂CH₃, CH₂CH₂CH₃, CH(CH₃)₂, CH₂CH₂CH₂CH₃, CH₂CH(CH₃)₂, CH(CH₃)CH₂CH₃, C(CH₃)₃, benzyl, and phenyl ~~C₃₋₆-carbocycle substituted with 0-2 R^{4b}, C₃₋₆-carbocycle-CH₂-substituted with 0-2 R^{4b}, and 5-6 membered heterocycle substituted with 0-2 R^{4b} and consisting of:~~ carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p;

R^{2a}, at each occurrence, is selected from H, CF₃, CH₃, CH₂CH₃, CH₂CH₂CH₃, CH(CH₃)₂, CH₂CH₂CH₂CH₃, CH₂CH(CH₃)₂, CH(CH₃)CH₂CH₃, C(CH₃)₃, benzyl, and phenyl ~~C₅₋₆-carbocycle substituted with 0-2 R^{4b}, and 5-6 membered heterocycle substituted with 0-2 R^{4b} and consisting of:~~ carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p;

~~alternatively, R² and R^{2a}, together with the nitrogen atom to which they are attached, combine to form a 5 or 6 membered saturated, partially saturated, or unsaturated ring substituted with 0-2 R^{4b} and consisting of: 0-1 additional heteroatoms selected from the group consisting of N, O, and S(O)_p;~~

R^{2b}, at each occurrence, is selected from CF₃, C₁₋₄ alkoxy, CH₃, CH₂CH₃, CH₂CH₂CH₃, CH(CH₃)₂, CH₂CH₂CH₂CH₃, CH₂CH(CH₃)₂, CH(CH₃)CH₂CH₃, and C(CH₃)₃, benzyl, ~~C₅₋₆-carbocycle substituted with 0-2 R^{4b}, and 5-6 membered heterocycle substituted with 0-2 R^{4b} and consisting of:~~ carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p;

R^{2c} , at each occurrence, is selected from CF_3 , OH, C_{1-4} alkoxy, CH_3 , CH_2CH_3 , $CH_2CH_2CH_3$, $CH(CH_3)_2$, $CH_2CH_2CH_2CH_3$, $CH_2CH(CH_3)_2$, $CH(CH_3)CH_2CH_3$, and $C(CH_3)_3$, ~~benzyl, C5-6 carbocycle substituted with 0-2 R^{4b} , and 5-6 membered heterocycle substituted with 0-2 R^{4b} and consisting of carbon atoms and from 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;~~

R^3 , at each occurrence, is selected from H, CH_3 , CH_2CH_3 , $CH_2CH_2CH_3$, $CH(CH_3)_2$, benzyl, and phenyl;

R^{3a} , at each occurrence, is selected from H, CH_3 , CH_2CH_3 , $CH_2CH_2CH_3$, $CH(CH_3)_2$, benzyl, and phenyl;

R^{3c} , at each occurrence, is selected from CH_3 , CH_2CH_3 , $CH_2CH_2CH_3$, $CH(CH_3)_2$, benzyl, and phenyl;

R^{3d} , at each occurrence, is selected from H, CH_3 , CH_2CH_3 , $CH_2CH_2CH_3$, $CH(CH_3)_2$, CH_2 -phenyl, CH_2CH_2 -phenyl, and $C(=O)R^{3c}$;

R^4 , at each occurrence, is selected from H, =O, OR^2 , $-CH_2OR^2$, $-(CH_2)_2OR^2$, F, Cl, Br, I, C_{1-4} alkyl, CN, NO_2 , $-NR^2R^{2a}$, $-CH_2NR^2R^{2a}$, $-(CH_2)_2NR^2R^{2a}$, $-C(O)R^{2c}$, $-NR^2C(O)R^{2b}$, $-C(O)NR^2R^{2a}$, $-SO_2NR^2R^{2a}$, ~~$-S(O)_pR^{5a}$, CF_3 , and CF_2CF_3 , 5-6 membered carbocycle substituted with 0-1 R^5 , and a 5-6 membered heterocycle substituted with 0-1 R^5 and consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$;~~

R^{4a} , at each occurrence, is selected from H, =O, $-(CR^3R^{3a})_rOR^2$, $-(CR^3R^{3a})_rF$, $-(CR^3R^{3a})_rBr$, $-(CR^3R^{3a})_rCl$, C_{1-4} alkyl, $-(CR^3R^{3a})_rCN$, $-(CR^3R^{3a})_rNO_2$, $-(CR^3R^{3a})_rNR^2R^{2a}$, $-(CR^3R^{3a})_rC(O)R^{2c}$, $-(CR^3R^{3a})_rNR^2C(O)R^{2b}$, $-(CR^3R^{3a})_rC(O)NR^2R^{2a}$, $-(CR^3R^{3a})_rSO_2NR^2R^{2a}$, ~~$-(CR^3R^{3a})_rNR^2SO_2NR^2R^{2a}$, $-(CR^3R^{3a})_rNR^2SO_2-C_{1-4}$ alkyl, $-(CR^3R^{3a})_rC(O)NHSO_2-C_{1-4}$ alkyl,~~ $-(CR^3R^{3a})_rNR^2SO_2R^5$, $-(CR^3R^{3a})_rS(O)_pR^5$, and $-(CR^3R^{3a})_r(CF_2)_rCF_3$, ~~phenyl substituted with 0-1 R^5 , and a 5 membered aromatic heterocycle consisting of: carbon~~

~~atoms and 1-3 heteroatoms selected from the group consisting of N, O, and S(O)_p, substituted with 0-1 R⁵;~~

~~R^{4b}, at each occurrence, is selected from H, =O, OR³, CH₂OR³, F, Cl, CH₃, CH₂CH₃, CH₂CH₂CH₃, CH(CH₃)₂, CH₂CH₂CH₂CH₃, CH₂CH(CH₃)₂, CH(CH₃)CH₂CH₃, C(CH₃)₃, CN, NO₂, -NR³R^{3a}, -CH₂NR³R^{3a}, -C(O)R³, -CH₂-C(O)R³, -C(O)OR^{3e}, -CH₂C(O)OR^{3e}, -NR³C(O)R^{3a}, -CH₂NR³C(O)R^{3a}, -C(O)NR³R^{3a}, -CH₂C(O)NR³R^{3a}, -NR³C(O)NR³R^{3a}, -CH₂NR³C(O)NR³R^{3a}, -C(=NR³)NR³R^{3a}, -CH₂C(=NR³)NR³R^{3a}, -NR³C(=NR³)NR³R^{3a}, -CH₂NR³C(=NR³)NR³R^{3a}, -SO₂NR³R^{3a}, -CH₂SO₂NR³R^{3a}, -NR³SO₂NR³R^{3a}, -CH₂NR³SO₂NR³R^{3a}, -NR³SO₂-C₁₋₄ alkyl, -CH₂NR³SO₂-C₁₋₄ alkyl, -NR³SO₂CF₃, -CH₂NR³SO₂CF₃, -NR³SO₂-phenyl, -CH₂NR³SO₂-phenyl, -S(O)_pCF₃, -CH₂S(O)_pCF₃, -S(O)_p-C₁₋₄ alkyl, -CH₂S(O)_p-C₁₋₄ alkyl, -S(O)_p-phenyl, -CH₂S(O)_p-phenyl, CF₃, and CH₂-CF₃;~~

~~R⁵, at each occurrence, is selected from H, =O, CH₃, CH₂CH₃, CH₂CH₂CH₃, CH(CH₃)₂, CH₂CH₂CH₂CH₃, CH₂CH(CH₃)₂, CH(CH₃)CH₂CH₃, C(CH₃)₃, OR³, -CH₂OR³, F, Cl, CN, NO₂, -NR³R^{3a}, -CH₂NR³R^{3a}, -C(O)R³, -CH₂C(O)R³, -C(O)OR^{3c}, -CH₂C(O)OR^{3c}, -NR³C(O)R^{3a}, -C(O)NR³R^{3a}, -NR³C(O)NR³R^{3a}, -CH(=NOR^{3d}), -C(=NR³)NR³R^{3a}, -NR³C(=NR³)NR³R^{3a}, -SO₂NR³R^{3a}, -NR³SO₂NR³R^{3a}, -NR³SO₂-C₁₋₄ alkyl, -NR³SO₂CF₃, -NR³SO₂-phenyl, -S(O)_pCF₃, -S(O)_p-C₁₋₄ alkyl, -S(O)_p-phenyl, CF₃, and phenyl substituted with 0-2 R⁶, naphthyl substituted with 0-2 R⁶, and benzyl substituted with 0-2 R⁶;~~

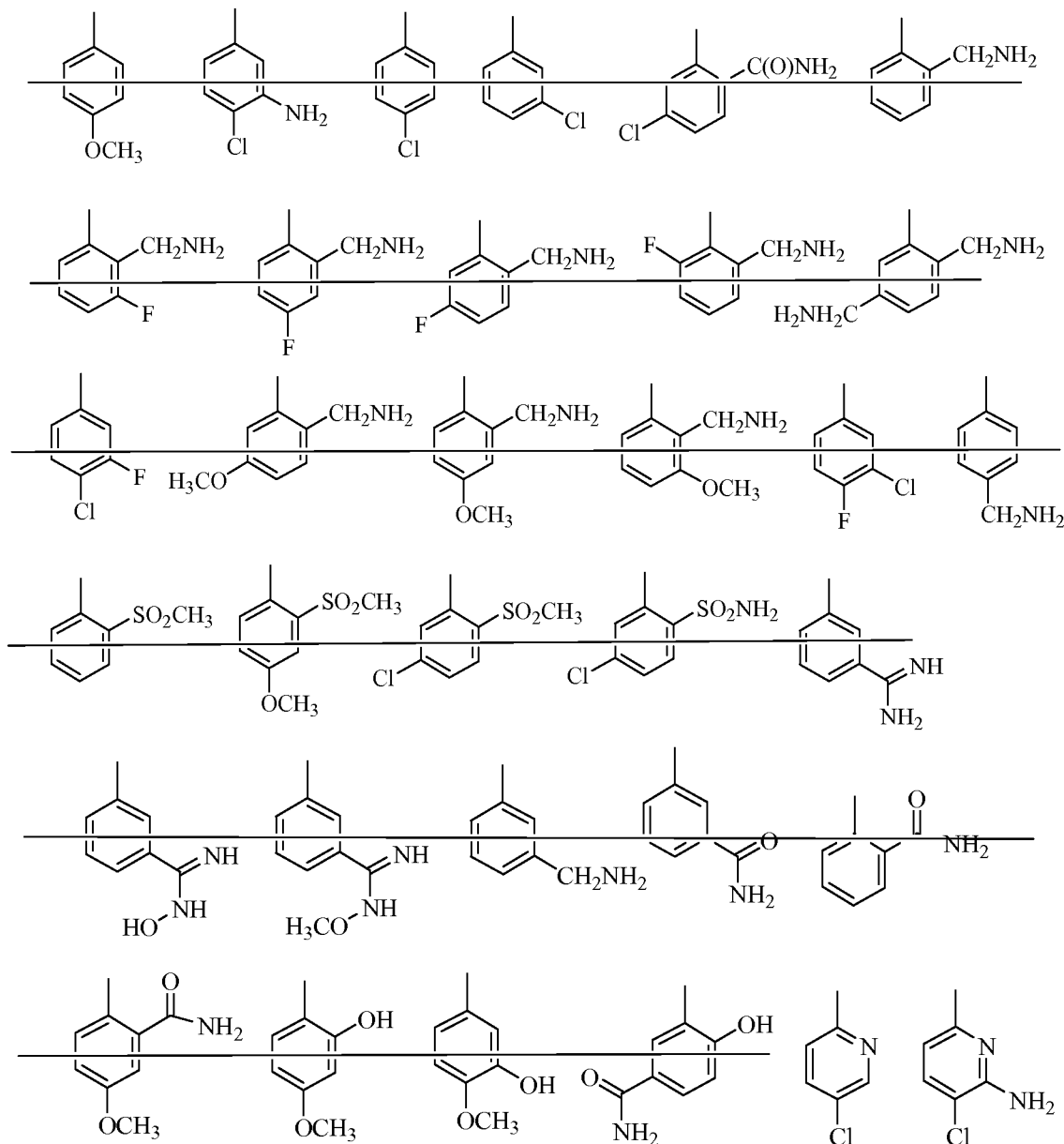
~~R⁶, at each occurrence, is selected from H, OH, OR², F, Cl, CH₃, CH₂CH₃, CH₂CH₂CH₃, CH(CH₃)₂, CH₂CH₂CH₂CH₃, CH₂CH(CH₃)₂, CH(CH₃)CH₂CH₃, C(CH₃)₃, CN, NO₂, -NR²R^{2a}, -CH₂NR²R^{2a}, -C(O)R^{2b}, -CH₂C(O)R^{2b}, -NR²C(O)R^{2b}, -NR²C(O)NR²R^{2a}, -C(=NH)NH₂, -NHC(=NH)NH₂, -SO₂NR²R^{2a},~~

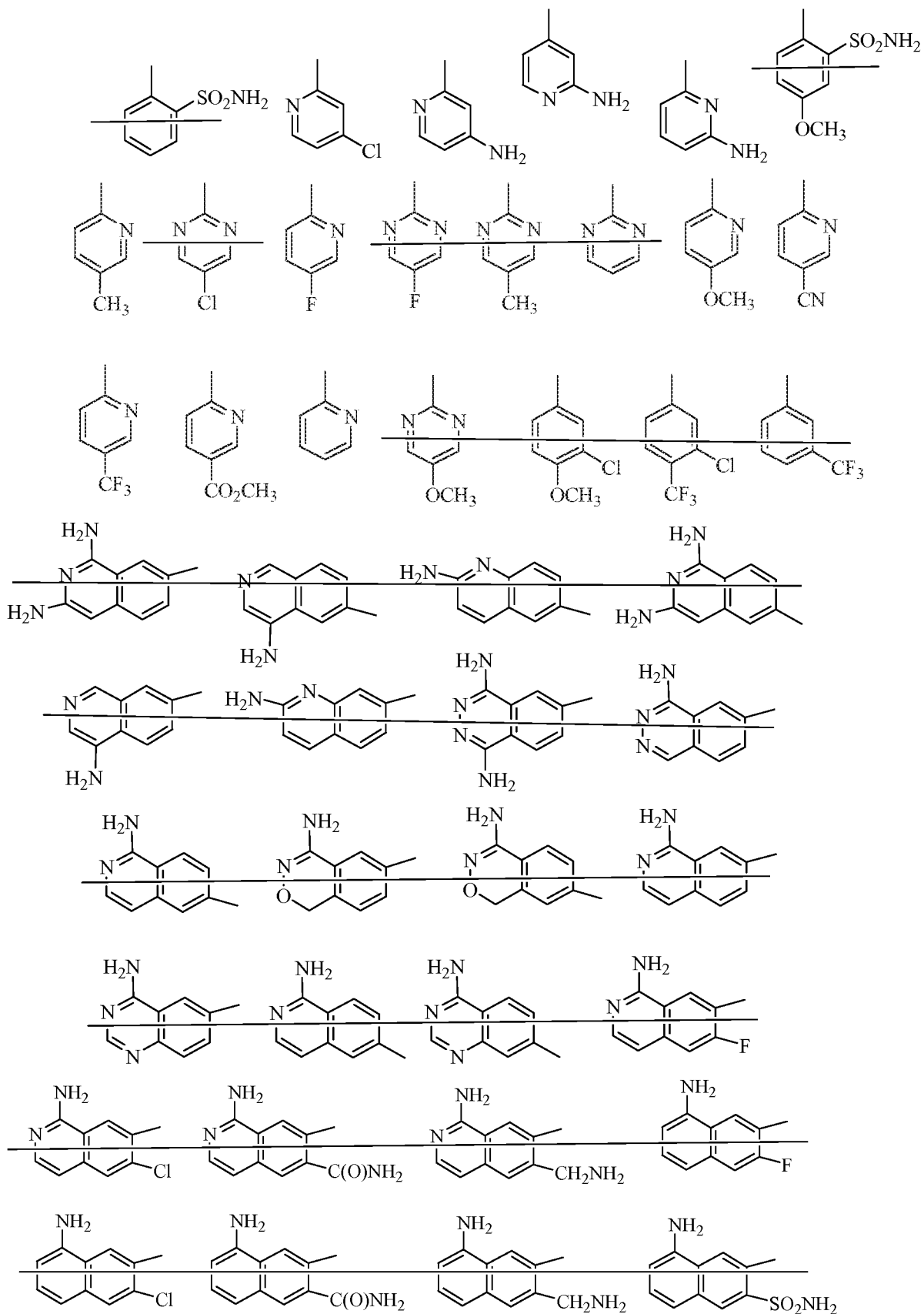
~~$\text{NR}^2\text{SO}_2\text{NR}^2\text{R}^2\text{a}$, and $\text{NR}^2\text{SO}_2\text{C1-4-alkyl}$~~ ; and

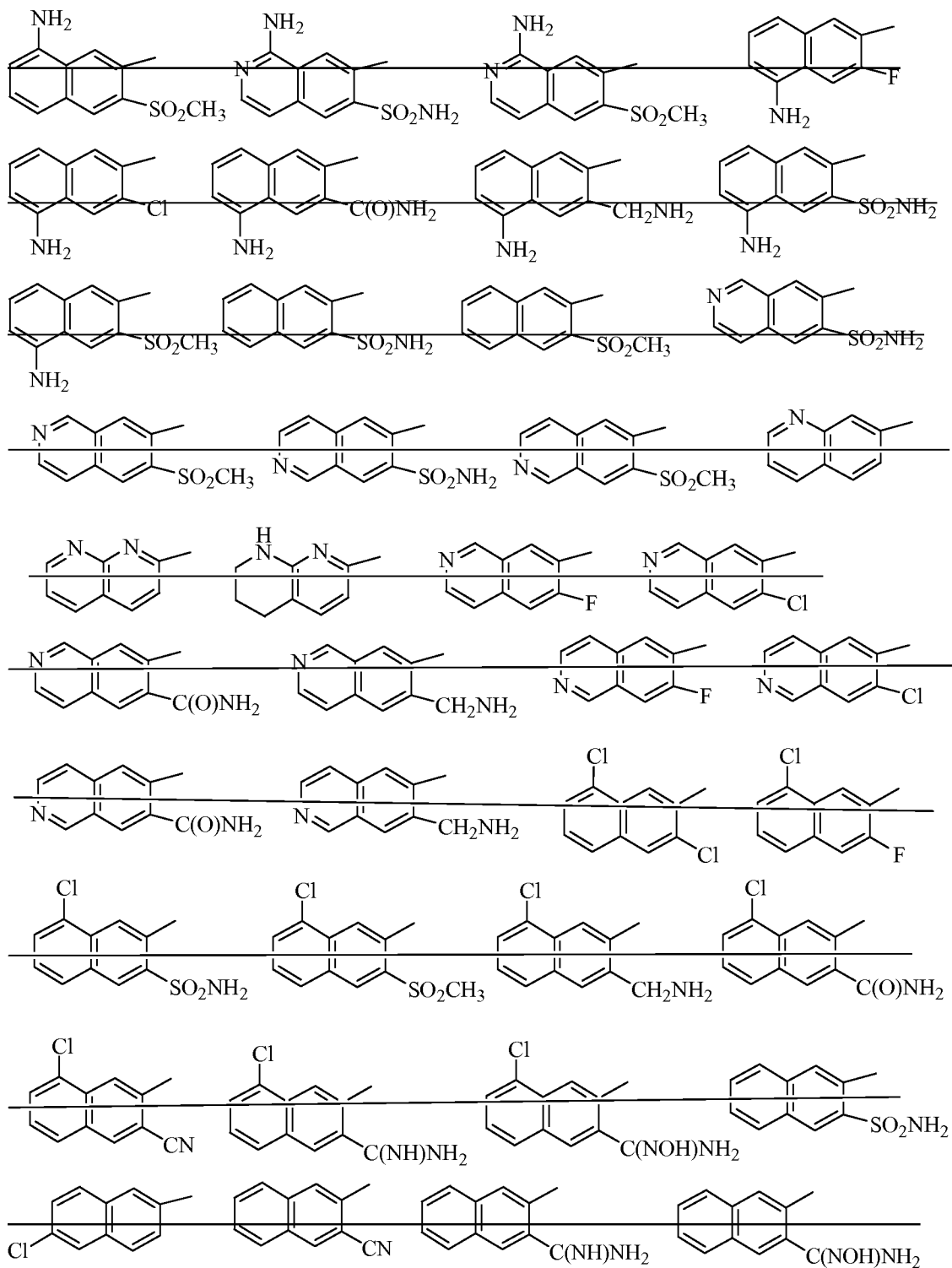
r, at each occurrence, is selected from 0, 1, 2, and 3.

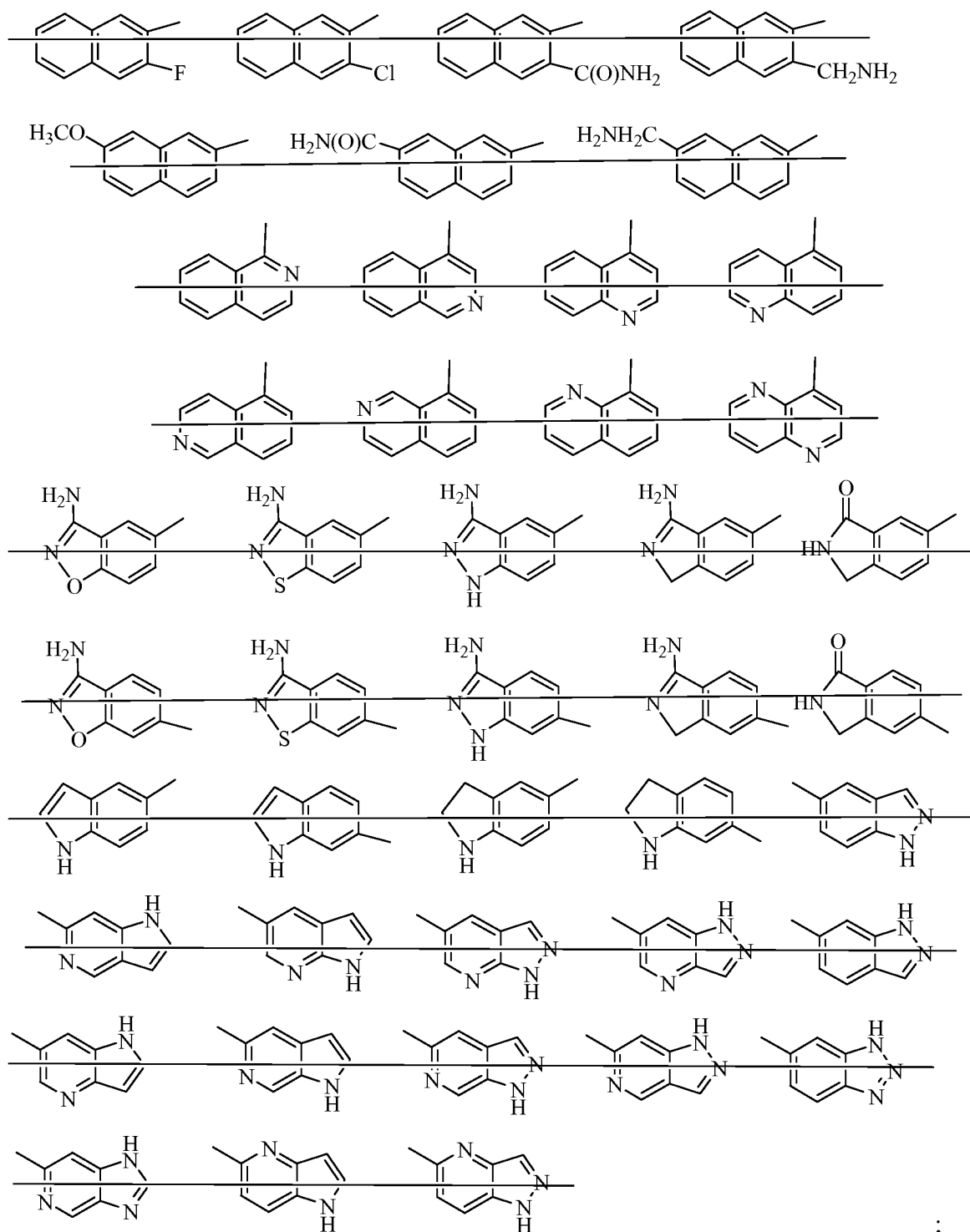
3. (Currently Amended) A compound according to Claim 2, wherein:

G is selected from the group:









**~~R^{1b} is selected from H, CH₃, CH₂CH₃, F, Cl, Br, CN, CHO, CF₃, OR²,
NR²R^{2a}, C(O)R^{2b}, CO₂R^{2b}, OC(O)R², CO₂R^{2a}, S(O)_pR², NR²(CH₂)_rOR²,~~**

~~NR²C(O)R^{2b}, C(O)NR²R^{2a}, SO₂NR²R^{2a}, NR²SO₂R², phenyl substituted with 0-2 R^{4b}, and 5-6 membered aromatic heterocycle consisting of carbon atoms and from 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p and substituted with 0-2 R^{4b}, provided that R^{1b} forms other than an O-O, N-halo, N-S, or N-CN bond;~~

R², at each occurrence, is selected from H, CF₃, CH₃, CH₂CH₃, CH₂CH₂CH₃, CH(CH₃)₂, phenyl ~~substituted with 0-2 R^{4b}~~, a and benzyl ~~substituted with 0-2 R^{4b}~~, C₃₋₆ cycloalkyl ~~substituted with 0-2 R^{4b}~~, C₃₋₆ cycloalkyl-CH₂ ~~substituted with 0-2 R^{4b}~~, and 5-6 membered aromatic heterocycle ~~substituted with 0-2 R^{4b} and consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p~~;

R^{2a}, at each occurrence, is selected from H, CF₃, CH₃, CH₂CH₃, CH₂CH₂CH₃, CH(CH₃)₂, benzyl, and phenyl ~~substituted with 0-2 R^{4b}~~, and 5-6 membered aromatic heterocycle ~~substituted with 0-2 R^{4b} and consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p~~;

R^{2b}, at each occurrence, is selected from CF₃, C₁₋₄ alkoxy, CH₃, CH₂CH₃, CH₂CH₂CH₃, and CH(CH₃)₂, benzyl, phenyl ~~substituted with 0-2 R^{4b}~~, and 5-6 membered aromatic heterocycle ~~substituted with 0-2 R^{4b} and consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p~~;

R^{2c}, at each occurrence, is selected from CF₃, OH, OCH₃, OCH₂CH₃, OCH₂CH₂CH₃, OCH(CH₃)₂, CH₃, CH₂CH₃, CH₂CH₂CH₃, and CH(CH₃)₂, benzyl, phenyl ~~substituted with 0-2 R^{4b}~~, and 5-6 membered aromatic heterocycle ~~substituted with 0-2 R^{4b} and consisting of carbon atoms and from 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p~~;

~~alternatively, R² and R^{2a}, together with the nitrogen atom to which they are attached, combine to form a 5 or 6 membered saturated, partially saturated, or unsaturated ring substituted with 0-2 R^{4b} and consisting of: 0-1 additional heteroatoms selected from the group consisting of N, O, and S(O)_p;~~

R^4 , at each occurrence, is selected from H, $-(CH_2)_2OR^2$, $-CH_2OR^2$, OR^2 , F, Cl, Br, I, CH_3 , CH_2CH_3 , $CH_2CH_2CH_3$, $CH(CH_3)_2$, $CH_2CH_2CH_2CH_3$, $CH_2CH(CH_3)_2$, $CH(CH_3)CH_2CH_3$, $C(CH_3)_3$, CN, NO_2 , $-NR^2R^{2a}$, $-CH_2NR^2R^{2a}$, $-(CH_2)_2NR^2R^{2a}$, $-C(O)R^{2c}$, $-NR^2C(O)R^{2b}$, $-C(O)NR^2R^{2a}$, $-SO_2NR^2R^{2a}$, CF_3 , and CF_2CF_3 ;

R^{4a} , at each occurrence, is selected from H, $=O$, $-(CH_2)_rOR^2$, $-(CH_2)_rF$, $-(CH_2)_rBr$, $-(CH_2)_rCl$, C_{1-4} alkyl, $-(CH_2)_rCN$, $-(CH_2)_rNO_2$, $-(CH_2)_rNR^2R^{2a}$, $-(CH_2)_rC(O)R^{2c}$, $-(CH_2)_rNR^2C(O)R^{2b}$, $-(CH_2)_rC(O)NR^2R^{2a}$, $-(CH_2)_rSO_2NR^2R^{2a}$, ~~$-(CH_2)_rNR^2SO_2NR^2R^{2a}$~~ , $-(CH_2)_rNR^2SO_2-C_{1-4}$ alkyl, ~~$-(CH_2)_rC(O)NHSO_2-C_{1-4}$ alkyl~~, $-(CH_2)_rNR^2SO_2R^5$, $-(CH_2)_rS(O)_pR^5$, and $-(CH_2)_r(CF_2)_rCF_3$, ~~phenyl substituted with 0-1 R^5 , and a 5 membered aromatic heterocycle consisting of: carbon atoms and 1-3 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ substituted with 0-1 R^5~~ ;

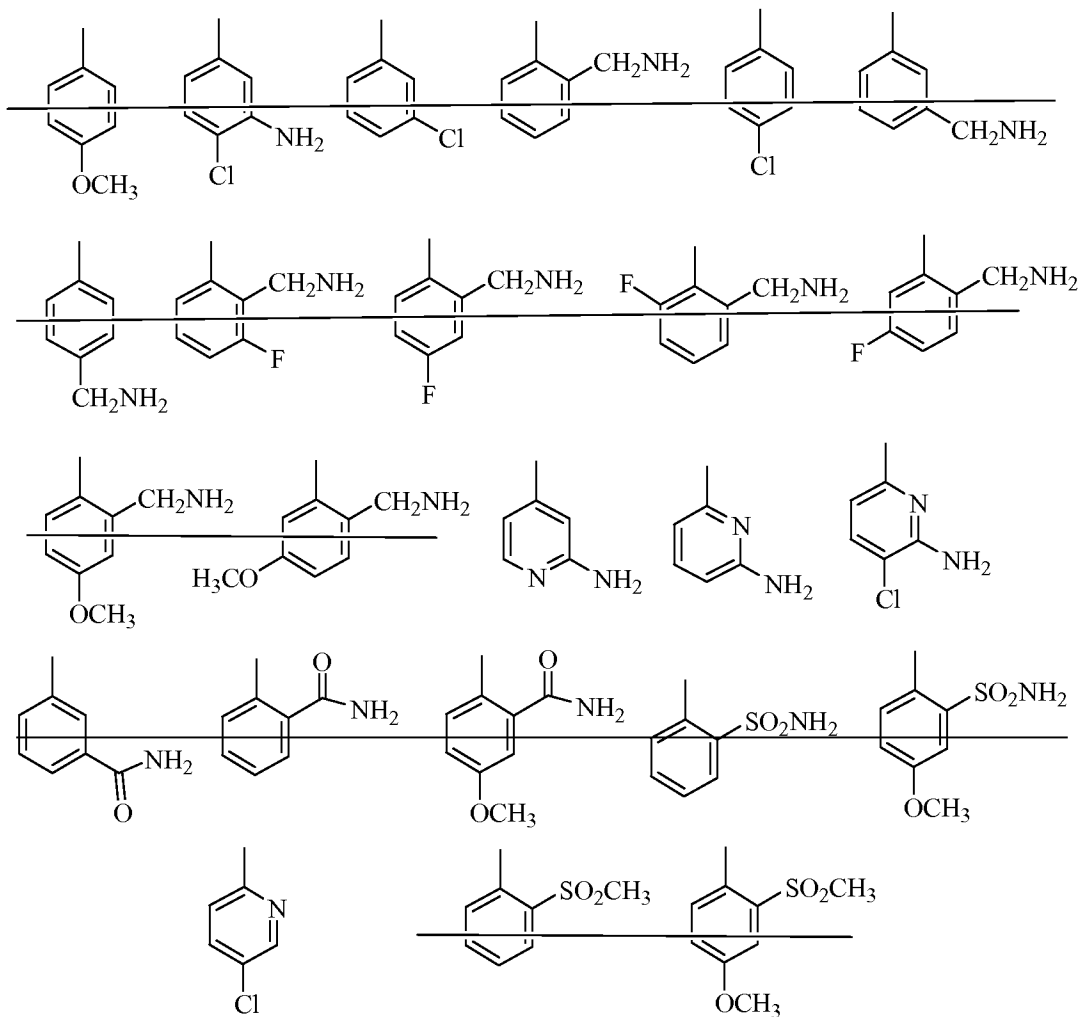
~~R^{4b} , at each occurrence, is selected from H, $=O$, OR^3 , $-CH_2OR^3$, F, Cl, CH_3 , CH_2CH_3 , $CH_2CH_2CH_3$, $CH(CH_3)_2$, CN, NO_2 , $-NR^3R^{3a}$, $-CH_2NR^3R^{3a}$, $-C(O)R^3$, $-CH_2-C(O)R^3$, $-C(O)OR^{3e}$, $-CH_2-C(O)OR^{3e}$, $-NR^3C(O)R^{3a}$, $-CH_2NR^3C(O)R^{3a}$, $-C(O)NR^3R^{3a}$, $-CH_2-C(O)NR^3R^{3a}$, $-SO_2NR^3R^{3a}$, $-CH_2SO_2NR^3R^{3a}$, $-NR^3SO_2-C_{1-4}$ alkyl, $-CH_2NR^3SO_2-C_{1-4}$ alkyl, $-NR^3SO_2$ -phenyl, $-CH_2NR^3SO_2$ -phenyl, $-S(O)_pCF_3$, $-CH_2S(O)_pCF_3$, $-S(O)_p-C_{1-4}$ alkyl, $-CH_2S(O)_p-C_{1-4}$ alkyl, $-S(O)_p$ -phenyl, $-CH_2S(O)_p$ -phenyl, and CF_3 ;~~

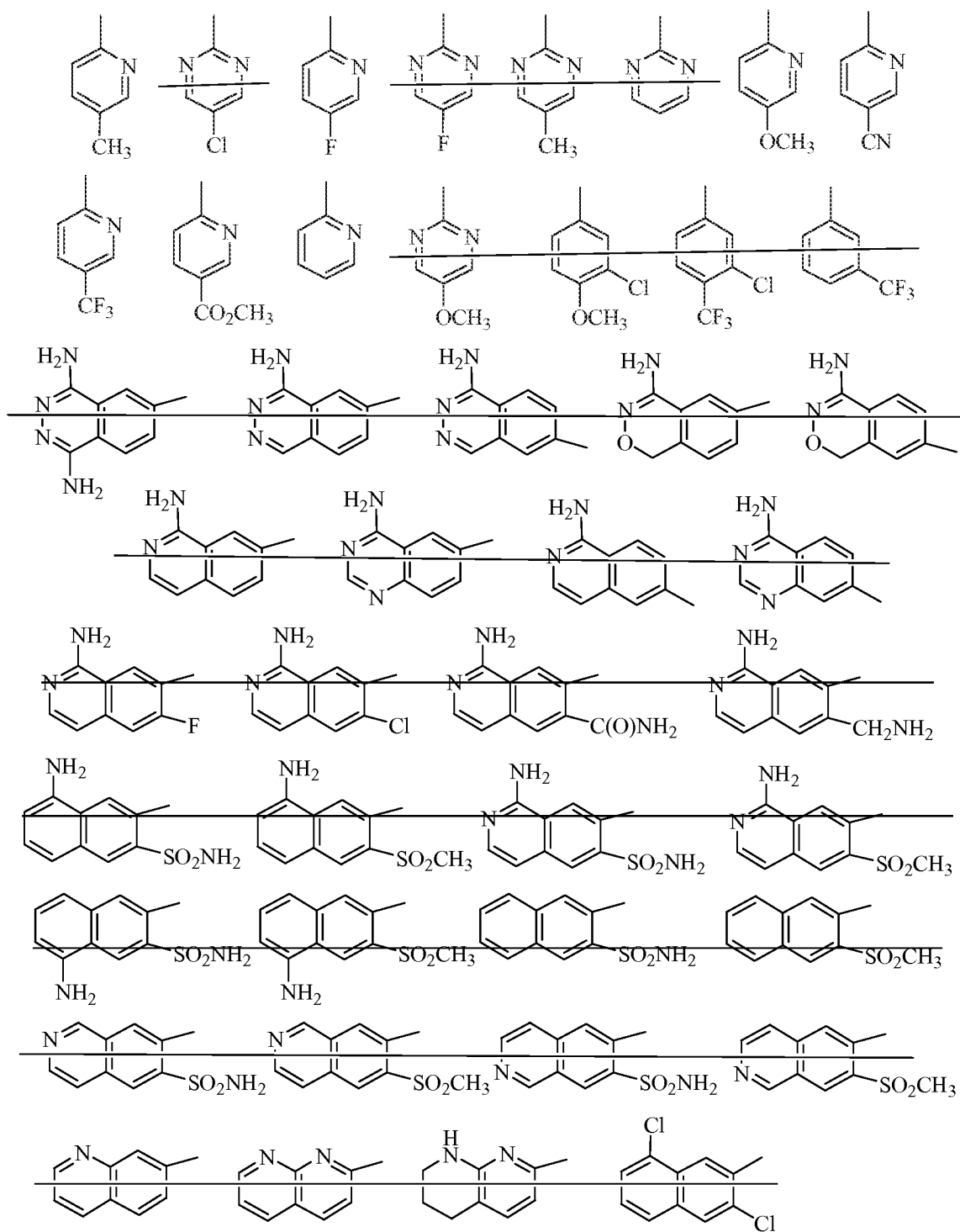
R^5 , at each occurrence, is selected from H, $=O$, CH_3 , CH_2CH_3 , $CH_2CH_2CH_3$, $CH(CH_3)_2$, OR^3 , CH_2OR^3 , F, Cl, CN, NO_2 , $-NR^3R^{3a}$, $-CH_2NR^3R^{3a}$, $-C(O)R^3$, $-CH_2C(O)R^3$, $-C(O)OR^{3c}$, $-CH_2C(O)OR^{3c}$, $-NR^3C(O)R^{3a}$, $-C(O)NR^3R^{3a}$, $-SO_2NR^3R^{3a}$, $-NR^3SO_2-C_{1-4}$ alkyl, $-NR^3SO_2CF_3$, $-NR^3SO_2$ -phenyl, $-S(O)_pCF_3$,

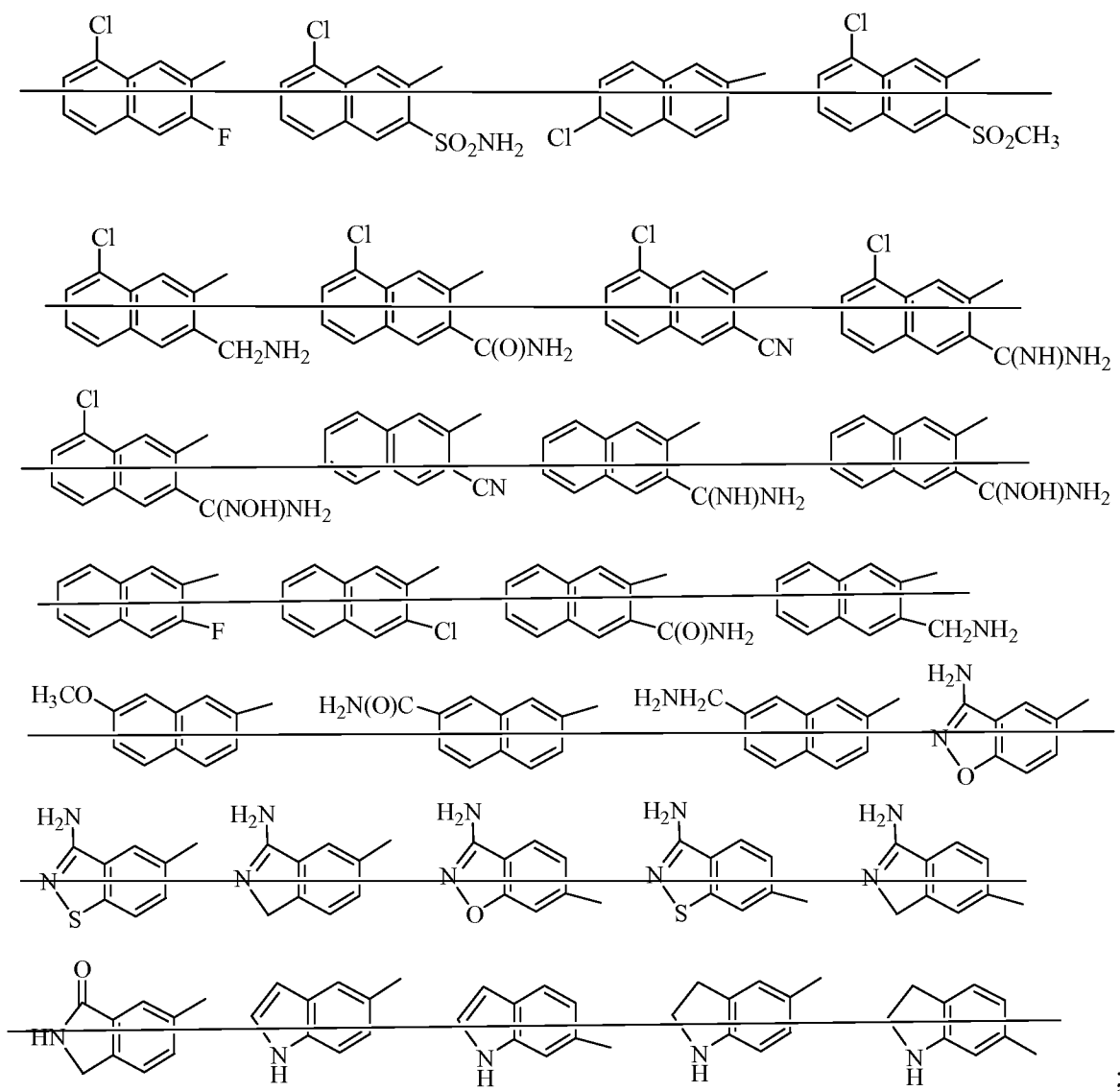
-S(O)_p-C₁₋₄ alkyl, -S(O)_p-phenyl, CF₃, phenyl ~~substituted with 0-2 R⁶~~, naphthyl ~~substituted with 0-2 R⁶~~, and benzyl ~~substituted with 0-2 R⁶~~;

~~R⁶, at each occurrence, is selected from H, OH, OR², F, Cl, CH₃, CH₂CH₃, CH₂CH₂CH₃, CH(CH₃)₂, CN, NO₂, NR²R^{2a}, CH₂NR²R^{2a}, C(O)R^{2b}, CH₂C(O)R^{2b}, NR²C(O)R^{2b}, SO₂NR²R^{2a}, and NR²SO₂C₁₋₄ alkyl;~~ and
r, at each occurrence, is selected from 0, 1, and 2.

4. (Currently Amended) A compound according to Claim 3, wherein:
G is selected from the group:







~~R^{1b} is selected from CH₃, CH₂CH₃, F, Cl, Br, CN, CF₃, OR², NR²R^{2a}, C(O)R^{2b}, CO₂R^{2b}, CO₂R^{2a}, S(O)_pR², C(O)NR²R^{2a}, SO₂NR²R^{2a}, NR²SO₂R², and 5-6 membered aromatic heterocycle consisting of carbon atoms and from 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p and substituted with 0-2 R^{4b}, provided that R^{1b} forms other than an O-O, N-halo, N-S, or N-CN bond;~~

~~R², at each occurrence, is selected from H, CH₃, CH₂CH₃, CH₂CH₂CH₃, CH(CH₃)₂, phenyl substituted with 0-1 R^{4b}, benzyl substituted with 0-1 R^{4b}, C₃₋₅ cycloalkyl substituted with 0-1 R^{4b}, C₃₋₅ cycloalkyl-CH₂-substituted with 0-1 R^{4b}, and 5-6 membered aromatic heterocycle substituted with 0-1 R^{4b} and consisting~~

~~of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p;~~

~~R^{2a}, at each occurrence, is selected from H, CH₃, CH₂CH₃, CH₂CH₂CH₃, CH(CH₃)₂, benzyl, phenyl substituted with 0-1 R^{4b}, and 5-6 membered aromatic heterocycle substituted with 0-1 R^{4b} and consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p;~~

~~alternatively, R² and R^{2a}, together with the nitrogen atom to which they are attached, combine to form a 5 or 6 membered saturated, partially saturated, or unsaturated ring substituted with 0-1 R^{4b} and consisting of: 0-1 additional heteroatoms selected from the group consisting of N, O, and S(O)_p;~~

~~R^{2b}, at each occurrence, is selected from OCH₃, OCH₂CH₃, OCH₂CH₂CH₃, OCH(CH₃)₂, CH₃, CH₂CH₃, CH₂CH₂CH₃, CH(CH₃)₂, benzyl, phenyl substituted with 0-1 R^{4b}, and 5-6 membered aromatic heterocycle substituted with 0-1 R^{4b} and consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p;~~

~~R^{2c}, at each occurrence, is selected from OH, OCH₃, OCH₂CH₃, OCH₂CH₂CH₃, OCH(CH₃)₂, CH₃, CH₂CH₃, CH₂CH₂CH₃, CH(CH₃)₂, benzyl, phenyl substituted with 0-1 R^{4b}, and 5-6 membered aromatic heterocycle substituted with 0-1 R^{4b} and consisting of carbon atoms and from 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p;~~

~~R⁴, at each occurrence, is selected from OH, OR², CH₂OR², (CH₂)₂OR², F, Br, Cl, I, CH₃, CH₂CH₃, CH₂CH₂CH₃, CH(CH₃)₂, CH₂CH₂CH₂CH₃, CH₂CH(CH₃)₂, CH(CH₃)CH₂CH₃, C(CH₃)₃, -NR²R^{2a}, -CH₂NR²R^{2a}, -(CH₂)₂NR²R^{2a}, CF₃, and CF₂CF₃;~~

~~R^{4a}, at each occurrence, is selected from H, =O, -(CH₂)_rOR², F, Br, Cl, C₁₋₄ alkyl, -(CH₂)_rNR²R^{2a}, -(CH₂)_rC(O)R^{2c}, -(CH₂)_rNR²C(O)R^{2b}, -(CH₂)_rC(O)NR²R^{2a},~~

$-(\text{CH}_2)_r\text{SO}_2\text{NR}^2\text{R}^{2a}$, $-(\text{CH}_2)_r\text{NR}^2\text{SO}_2\text{R}^5$, $-(\text{CH}_2)_r\text{S}(\text{O})_p\text{R}^5$, and $-(\text{CH}_2)_r(\text{CF}_2)_r\text{CF}_3$,
~~phenyl substituted with 0-1 R^5 , and a 5 membered aromatic heterocycle consisting of:~~
~~carbon atoms and 1-3 N and is substituted with 1 R^5 ; and~~

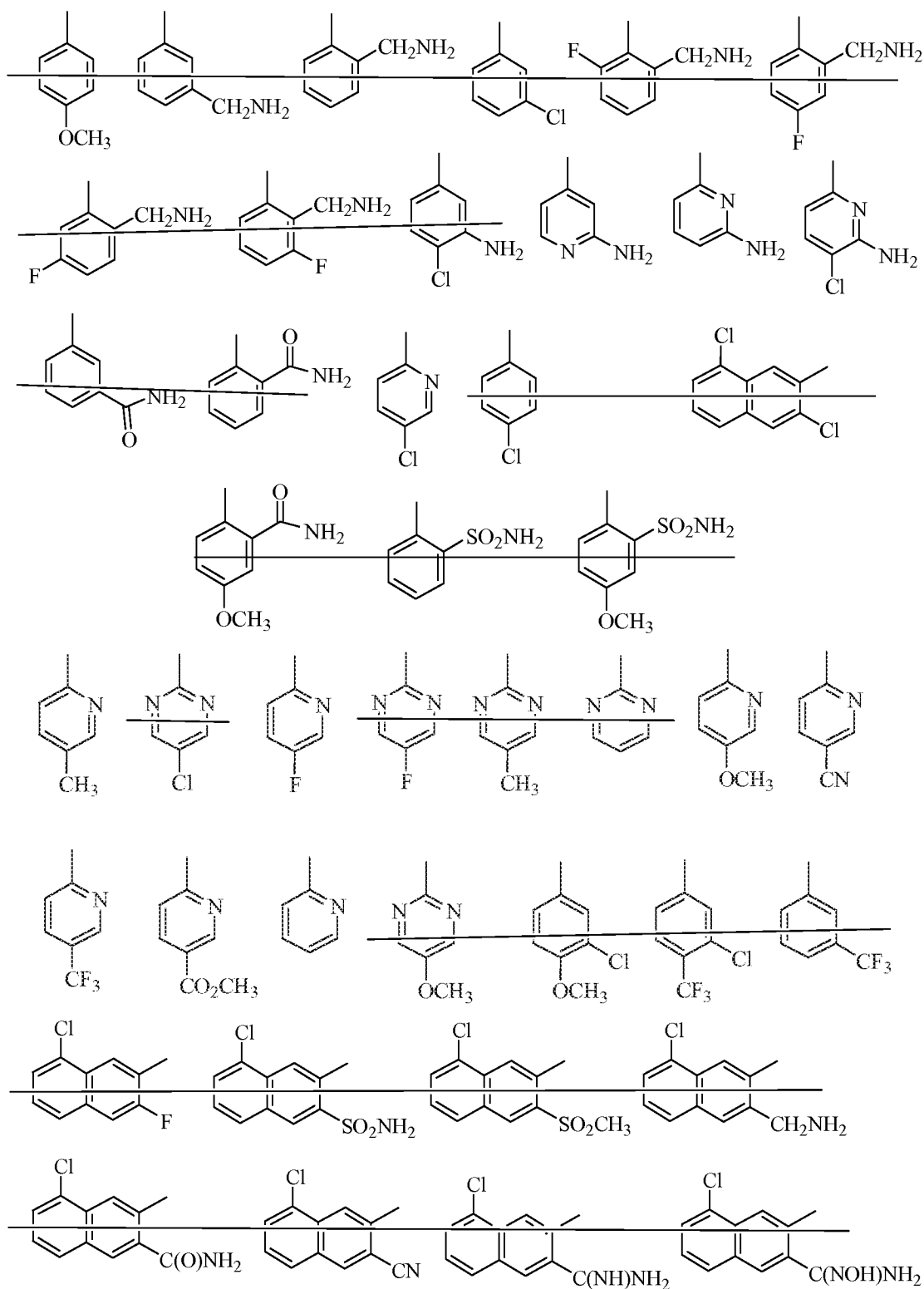
R^{4b} , ~~at each occurrence, is selected from H, =O, OR^3 , CH_2OR^3 , F, Cl, CH_3 ,
 CH_2CH_3 , $\text{CH}_2\text{CH}_2\text{CH}_3$, $\text{CH}(\text{CH}_3)_2$, CN, NO_2 , NR^3R^{3a} , $\text{CH}_2\text{NR}^3\text{R}^{3a}$, $\text{C}(\text{O})\text{R}^3$,
 $\text{C}(\text{O})\text{OR}^{3e}$, $\text{NR}^3\text{C}(\text{O})\text{R}^{3a}$, $\text{C}(\text{O})\text{NR}^3\text{R}^{3a}$, $\text{SO}_2\text{NR}^3\text{R}^{3a}$, $\text{NR}^3\text{SO}_2\text{-C}_{1-4}\text{ alkyl}$,
 $\text{NR}^3\text{SO}_2\text{-phenyl}$, $\text{S}(\text{O})_p\text{-C}_{1-4}\text{ alkyl}$, $\text{S}(\text{O})_p\text{-phenyl}$, and CF_3 ;~~

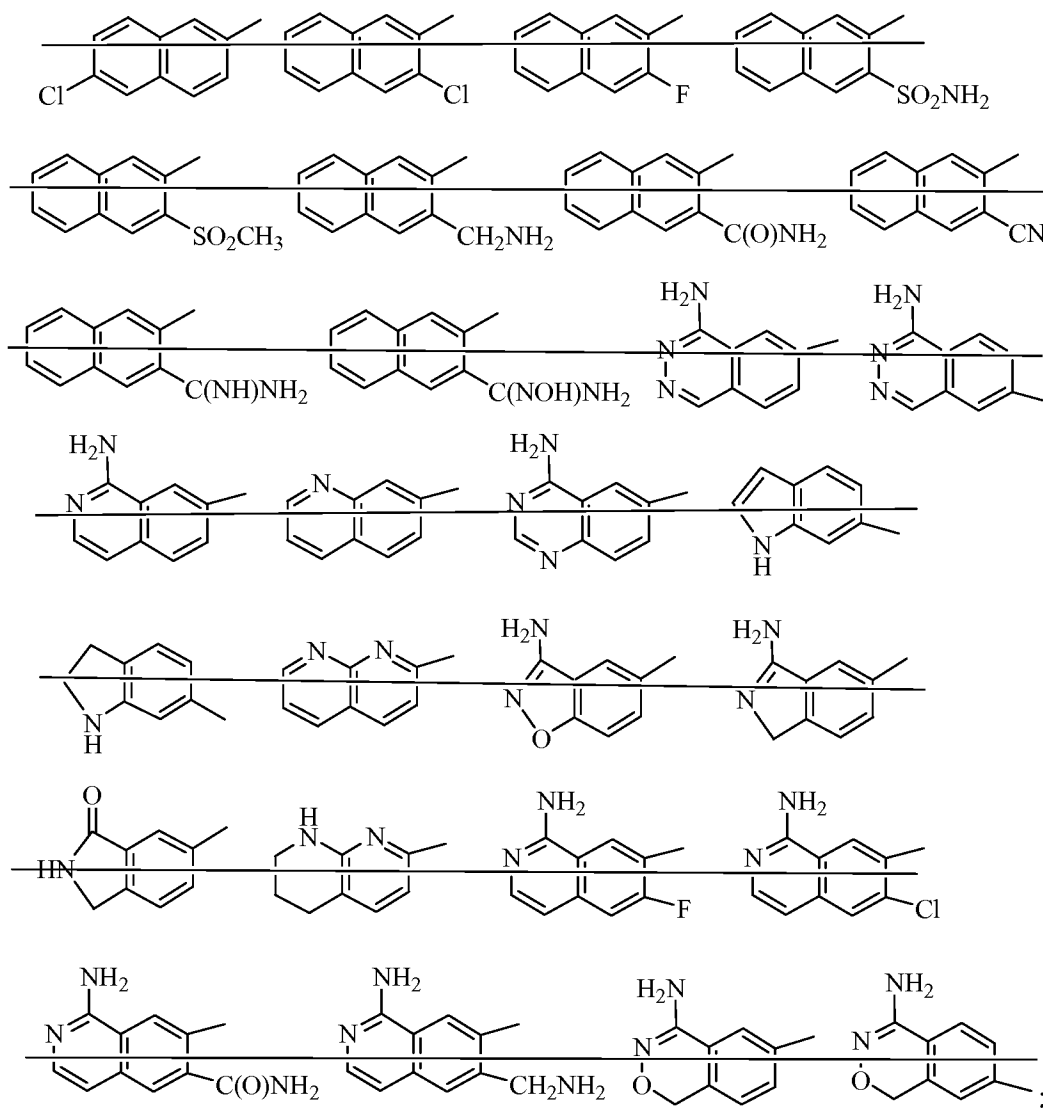
R^5 , at each occurrence, is selected from H, =O, CH_3 , CH_2CH_3 , $\text{CH}_2\text{CH}_2\text{CH}_3$,
 $\text{CH}(\text{CH}_3)_2$, OR^3 , CH_2OR^3 , F, Cl, CN, NO_2 , NR^3R^{3a} , $\text{CH}_2\text{NR}^3\text{R}^{3a}$, $\text{C}(\text{O})\text{R}^3$,
 $\text{C}(\text{O})\text{OR}^{3c}$, $\text{NR}^3\text{C}(\text{O})\text{R}^{3a}$, $\text{C}(\text{O})\text{NR}^3\text{R}^{3a}$, $\text{SO}_2\text{NR}^3\text{R}^{3a}$, $\text{NR}^3\text{SO}_2\text{-C}_{1-4}\text{ alkyl}$,
 $\text{NR}^3\text{SO}_2\text{-phenyl}$, $\text{S}(\text{O})_p\text{-C}_{1-4}\text{ alkyl}$, $\text{S}(\text{O})_p\text{-phenyl}$, CF_3 , phenyl ~~substituted with 0-2 R^6 ,~~
~~naphthyl substituted with 0-2 R^6 ,~~ and benzyl substituted with 0-2 R^6 ; ~~and~~

R^6 , ~~at each occurrence, is selected from H, OH, OR^2 , F, Cl, CH_3 , CH_2CH_3 ,
 $\text{CH}_2\text{CH}_2\text{CH}_3$, $\text{CH}(\text{CH}_3)_2$, CN, NO_2 , NR^2R^{2a} , $\text{CH}_2\text{NR}^2\text{R}^{2a}$, $\text{C}(\text{O})\text{R}^{2b}$,
 $\text{CH}_2\text{C}(\text{O})\text{R}^{2b}$, $\text{NR}^2\text{C}(\text{O})\text{R}^{2b}$, and $\text{SO}_2\text{NR}^2\text{R}^{2a}$.~~

5. (Currently Amended) A compound according to Claim 4, wherein:

G is selected from:





B is selected from phenyl, pyrrolidinyl, ~~N-pyrrolidino-carbonyl~~, morpholinyl, ~~N-morpholino-carbonyl~~, 1,2,3-triazolyl, and imidazolyl, and benzimidazolyl, and is substituted with 0-1 R^{4a};

R², at each occurrence, is selected from H, CH₃, and CH₂CH₃, ~~cyclopropylmethyl~~, ~~cyclobutyl~~, and ~~cyclopentyl~~;

R^{2a}, at each occurrence, is H or CH₃;

alternatively, ~~R² and R^{2a}, together with the atom to which they are attached, combine to form pyrrolidine substituted with 0-2 R^{4b} or piperidine substituted with 0-2 R^{4b}~~;

R^4 , at each occurrence, is selected from OH, OR^2 , CH_2OR^2 , $(CH_2)_2OR^2$, F, Br, Cl, I, CH_3 , CH_2CH_3 , $CH_2CH_2CH_3$, $CH(CH_3)_2$, $CH_2CH_2CH_2CH_3$, $CH_2CH(CH_3)_2$, $CH(CH_3)CH_2CH_3$, $C(CH_3)_3$, $-NR^2R^{2a}$, $-CH_2NR^2R^{2a}$, $-(CH_2)_2NR^2R^{2a}$, CF_3 , and CF_2CF_3 ;

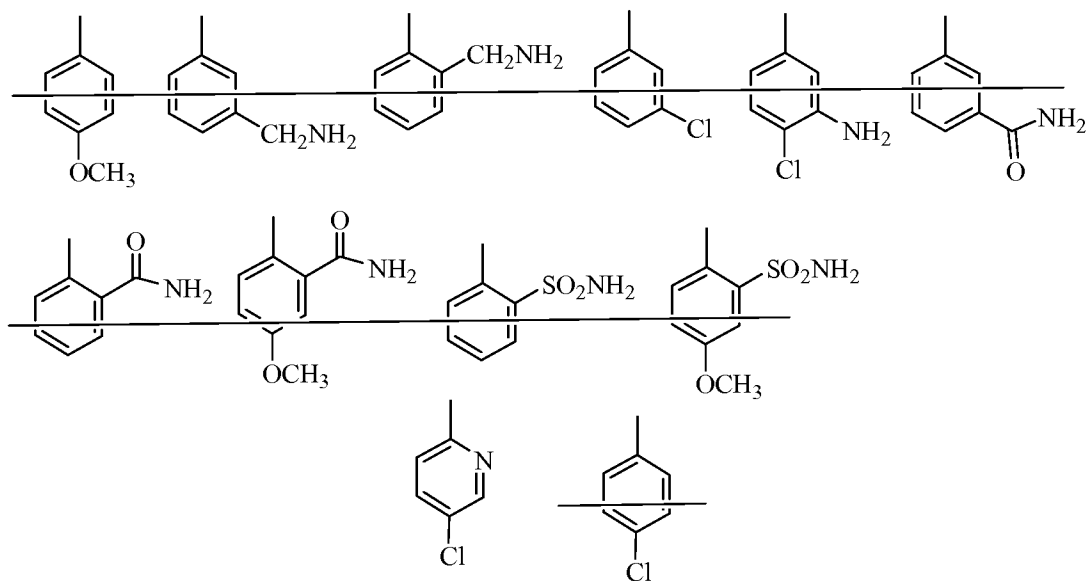
R^{4a} is selected from C_{1-4} alkyl, CF_3 , OR^2 , $-CH_2OR^2$, $-(CH_2)_2OR^2$, $-NR^2R^{2a}$, $-CH_2NR^2R^{2a}$, $-(CH_2)_2NR^2R^{2a}$, $-S(O)_pR^5$, and $-SO_2NR^2R^{2a}$, ~~and 1- CF_3 -tetrazol-2-yl;~~

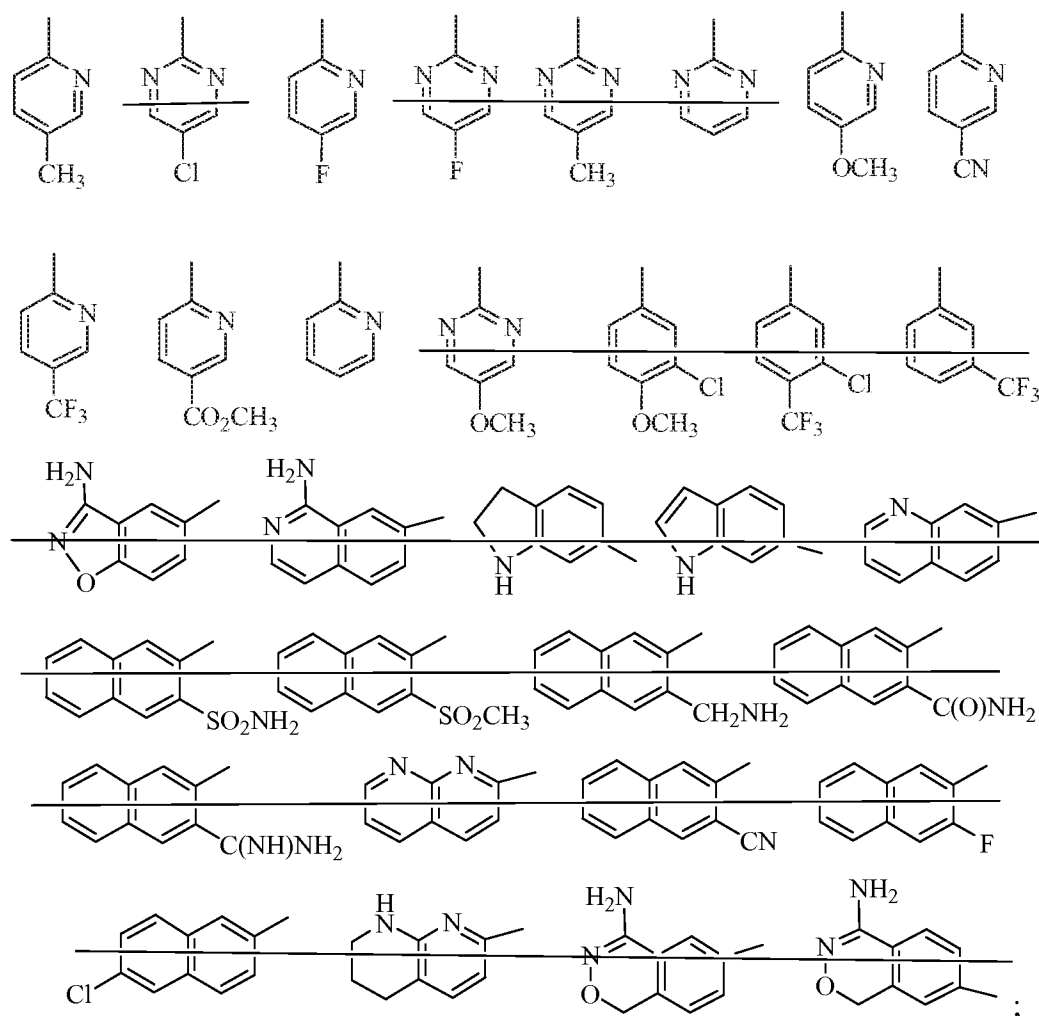
~~R^{4b} , at each occurrence, is selected from H, CH_3 , and OH;~~ and

R^5 , at each occurrence, is selected from CF_3 , CH_3 , CH_2CH_3 , $CH_2CH_2CH_3$, $CH(CH_3)_2$, phenyl, and benzyl.

6. (Currently Amended) A compound according to Claim 5, wherein the compound is selected from:

G is selected from:





A is selected from the group: phenyl, 2-pyridyl, 3-pyridyl, ~~2-pyrimidyl~~, 2-Cl-phenyl, 3-Cl-phenyl, 2-F-phenyl, 3-F-phenyl, 2-methylphenyl, 2-aminophenyl, and 2-methoxyphenyl; and

B is selected from the group: 2-(aminosulfonyl)phenyl, 2-(methylaminosulfonyl)phenyl, ~~N-pyrrolidino-carbonyl~~, 2-(methylsulfonyl)phenyl, 2-(N,N-dimethylaminomethyl)phenyl, 2-(N-methylaminomethyl)phenyl, 2-(N-ethyl-N-methylaminomethyl)phenyl, ~~2-(N-pyrrolidinylmethyl)phenyl~~, 1-methyl-2-imidazolyl, 2-methyl-1-imidazolyl, 2-(dimethylaminomethyl)-1-imidazolyl, and 2-(methylaminomethyl)-1-imidazolyl, ~~2-(N-(cyclopropylmethyl)aminomethyl)phenyl~~, ~~2-(N-(cyclobutyl)aminomethyl)phenyl~~, ~~2-(N-(cyclopentyl)aminomethyl)phenyl~~, ~~2-(N-(4-hydroxypiperidinyl)methyl)phenyl~~, and

~~2-(N-(3-hydroxypyrrolidinyl)methyl)phenyl.~~

7. (Currently Amended) A compound according to Claim **6 1**, wherein the compound is selected from the group:

~~2-biphenyl-4-yl-6-chloro-3-(4-chloro-phenyl)-3H-quinazolin-4-one;~~

~~6-chloro-3-(4-chloro-phenyl)-2-phenyl-3H-quinazolin-4-one;~~

2-biphenyl-4-yl-6-chloro-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

2-biphenyl-4-yl-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(1-methyl-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(1-ethyl-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;

2-{4-[1-(2-amino-ethyl)-1H-pyrrol-2-yl]-phenyl}-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-{4-[1-(2-methylamino-ethyl)-1H-pyrrol-2-yl]-phenyl}-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-{4-[1-(2-ethylamino-ethyl)-1H-pyrrol-2-yl]-phenyl}-3H-quinazolin-4-one;

2-{4-[1-(2-benzylamino-ethyl)-1H-pyrrol-2-yl]-phenyl}-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

~~3-pyridin-2-yl-2-[4-(1-{2-[(pyridin-2-ylmethyl)-amino]-ethyl}-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;~~

~~3-pyridin-2-yl-2-[4-(1-{2-[(pyridin-3-ylmethyl)-amino]-ethyl}-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;~~

~~3-pyridin-2-yl-2-[4-(1-{2-[(pyridin-4-ylmethyl)-amino]-ethyl}-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;~~

~~2-[4-(1-benzyl-1H-pyrrol-2-yl)-phenyl]-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-[4-(1-pyridin-2-ylmethyl-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-[4-(1-pyridin-3-ylmethyl-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-[4-(1-pyridin-4-ylmethyl-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-[4-(1-cyclohexyl-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-[4-[1-(tetrahydro-pyran-4-yl)-1H-pyrrol-2-yl]-phenyl]-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-[4-(1-piperidin-4-yl-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-[4-[1-(1-methyl-piperidin-4-yl)-1H-pyrrol-2-yl]-phenyl]-3H-quinazolin-4-one;~~

~~2-[4-[1-(1-acetyl-piperidin-4-yl)-1H-pyrrol-2-yl]-phenyl]-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-[4-(1-isopropyl-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-[4-(1-cyclopropyl-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-[4-(1-cyclobutyl-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-[4-(1-cyclopentyl-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-[4-[1-(tetrahydro-furan-3-yl)-1H-pyrrol-2-yl]-phenyl]-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-[4-(2',3',4',5'-tetrahydro-1'H-[1,3']bipyrrolyl-2-yl)-phenyl]-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-[4-(1'-methyl-2',3',4',5'-tetrahydro-1'H-[1,3']bipyrrolyl-2-yl)-phenyl]-3H-quinazolin-4-one;~~

~~2-[4-(1'-acetyl-2',3',4',5'-tetrahydro-1'H-[1,3']bipyrrolyl-2-yl)-phenyl]-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-[4-(1'-methanesulfonyl-2',3',4',5'-tetrahydro-1'H-[1,3']bipyrrolyl-2-yl)-phenyl]-3H-quinazolin-4-one;~~

~~N-[2-(2-[4-[3-(5-chloro-pyridin-2-yl)-4-oxo-3,4-dihydro-quinazolin-2-yl]-phenyl]-pyrrol-1-yl)-ethyl]-acetamide;~~

3-(5-chloro-pyridin-2-yl)-2-{4-[1-(2-hydroxy-ethyl)-1H-pyrrol-2-yl]-phenyl}-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-{4-[1-(2-methoxy-ethyl)-1H-pyrrol-2-yl]-phenyl}-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-{4-[1-(2-methoxy-1-methyl-ethyl)-1H-pyrrol-2-yl]-phenyl}-3H-quinazolin-4-one;

~~2-(2-[4-[3-(5-chloro-pyridin-2-yl)-4-oxo-3,4-dihydro-quinazolin-2-yl]-phenyl]-pyrrol-1-yl)-acetamide;~~

~~2-(2-[4-[3-(5-chloro-pyridin-2-yl)-4-oxo-3,4-dihydro-quinazolin-2-yl]-phenyl]-pyrrol-1-yl)-N-methyl-acetamide;~~

3-(5-chloro-pyridin-2-yl)-2-[4-(1H-imidazol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(1-methyl-1H-imidazol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(1-ethyl-1H-imidazol-2-yl)-phenyl]-3H-quinazolin-4-one;

2-{4-[1-(2-amino-ethyl)-1H-imidazol-2-yl]-phenyl}-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-{4-[1-(2-methylamino-ethyl)-1H-imidazol-2-yl]-phenyl}-3H-quinazolin-4-one;

2-{4-[1-(2-ethylamino-ethyl)-1H-imidazol-2-yl]-phenyl}-3-pyridin-2-yl-3H-quinazolin-4-one;

2-{4-[1-(2-benzylamino-ethyl)-1H-imidazol-2-yl]-phenyl}-3-pyridin-2-yl-3H-quinazolin-4-one;

~~3-pyridin-2-yl-2-[4-(1-{2-[(pyridin-2-ylmethyl)-amino]-ethyl}-1H-imidazol-2-yl)-phenyl]-3H-quinazolin-4-one;~~

~~3-pyridin-2-yl-2-[4-(1-{2-[(pyridin-3-ylmethyl)-amino]-ethyl}-1H-imidazol-2-yl)-phenyl]-3H-quinazolin-4-one;~~

~~2-{4-[1-(2-benzylamino-ethyl)-1H-imidazol-2-yl]-phenyl}-3-pyridin-2-yl-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-[4-(1-pyridin-2-ylmethyl-1H-imidazol-2-yl)-phenyl]-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-[4-(1-pyridin-3-ylmethyl-1H-imidazol-2-yl)-phenyl]-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-[4-(1-pyridin-4-ylmethyl-1H-imidazol-2-yl)-phenyl]-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-[4-(1-cyclohexyl-1H-imidazol-2-yl)-phenyl]-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-{4-[1-(tetrahydro-pyran-4-yl)-1H-imidazol-2-yl]-phenyl}-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-[4-(1-piperidin-4-yl-1H-imidazol-2-yl)-phenyl]-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-{4-[1-(1-methyl-piperidin-4-yl)-1H-imidazol-2-yl]-phenyl}-3H-quinazolin-4-one;~~

~~2-{4-[1-(1-acetyl-piperidin-4-yl)-1H-imidazol-2-yl]-phenyl}-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-[4-(1-isopropyl-1H-imidazol-2-yl)-phenyl]-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-[4-(1-cyclopropyl-1H-imidazol-2-yl)-phenyl]-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-[4-(1-cyclobutyl-1H-imidazol-2-yl)-phenyl]-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-[4-(1-cyclopentyl-1H-imidazol-2-yl)-phenyl]-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-{4-[1-(tetrahydro-furan-3-yl)-1H-imidazol-2-yl]-phenyl}-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-[4-(1-pyrrolidin-3-yl-1H-imidazol-2-yl)-phenyl]-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-{4-[1-(1-methyl-pyrrolidin-3-yl)-1H-imidazol-2-yl]-phenyl}-3H-quinazolin-4-one;~~

~~2-{4-[1-(1-acetyl-pyrrolidin-3-yl)-1H-imidazol-2-yl]-phenyl}-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-{4-[1-(1-methanesulfonyl-pyrrolidin-3-yl)-1H-imidazol-2-yl]-phenyl}-3H-quinazolin-4-one;~~

~~N-[2-(2-{4-[3-(5-chloro-pyridin-2-yl)-4-oxo-3,4-dihydro-quinazolin-2-yl]-phenyl}-imidazol-1-yl)-ethyl]-acetamide;~~

~~3-(5-chloro-pyridin-2-yl)-2-{4-[1-(2-hydroxy-ethyl)-1H-imidazol-2-yl]-phenyl}-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-{4-[1-(2-methoxy-ethyl)-1H-imidazol-2-yl]-phenyl}-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-{4-[1-(2-methoxy-1-methyl-ethyl)-1H-imidazol-2-yl]-phenyl}-3H-quinazolin-4-one;~~

~~2-(2-{4-[3-(5-chloro-pyridin-2-yl)-4-oxo-3,4-dihydro-quinazolin-2-yl]-phenyl}-imidazol-1-yl)-acetamide;~~

~~2-(2-{4-[3-(5-chloro-pyridin-2-yl)-4-oxo-3,4-dihydro-quinazolin-2-yl]-phenyl}-imidazol-1-yl)-N-methyl-acetamide;~~

~~2-[4-(5-amino-furan-2-yl)-phenyl]-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;~~

~~2-[4-(5-aminomethyl-furan-2-yl)-phenyl]-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;~~

~~5-{4-[3-(5-chloro-pyridin-2-yl)-4-oxo-3,4-dihydro-quinazolin-2-yl]-phenyl}-furan-2-carboxylic acid amide;~~

~~2-{4-[5-(1-amino-1-methyl-ethyl)-furan-2-yl]-phenyl}-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;~~

~~2-[4-(3-amino-furan-2-yl)-phenyl]-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;~~

~~3-(5-chloro-pyridin-2-yl)-2-[4-(3-dimethylaminomethyl-furan-2-yl)-phenyl]-3H-quinazolin-4-one;~~

3-(5-chloro-pyridin-2-yl)-2-{4-[3-(1-dimethylamino-1-methyl-ethyl)-furan-2-yl]-phenyl}-3H-quinazolin-4-one;

2-{4-[3-(5-chloro-pyridin-2-yl)-4-oxo-3,4-dihydro-quinazolin-2-yl]-phenyl}-furan-3-carboxylic acid amide;

3-(5-chloro-pyridin-2-yl)-2-(4-oxazol-2-yl-phenyl)-3H-quinazolin-4-one;

2-[4-(5-aminomethyl-oxazol-2-yl)-phenyl]-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

2-{4-[3-(5-chloro-pyridin-2-yl)-4-oxo-3,4-dihydro-quinazolin-2-yl]-phenyl}-oxazole-5-carboxylic acid amide;

2-[4-(4-aminomethyl-oxazol-2-yl)-phenyl]-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

2-{4-[3-(5-chloro-pyridin-2-yl)-4-oxo-3,4-dihydro-quinazolin-2-yl]-phenyl}-oxazole-4-carboxylic acid amide;

3-(5-chloro-pyridin-2-yl)-2-(4-thiazol-2-yl-phenyl)-3H-quinazolin-4-one;

2-[4-(5-aminomethyl-thiazol-2-yl)-phenyl]-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

2-{4-[3-(5-chloro-pyridin-2-yl)-4-oxo-3,4-dihydro-quinazolin-2-yl]-phenyl}-thiazole-5-carboxylic acid amide;

2-[4-(4-amino-thiazol-2-yl)-phenyl]-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

N-(2-{4-[3-(5-chloro-pyridin-2-yl)-4-oxo-3,4-dihydro-quinazolin-2-yl]-phenyl}-thiazol-4-yl)-acetamide;

2-[4-(5-amino-thiazol-2-yl)-phenyl]-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

N-(2-{4-[3-(5-chloro-pyridin-2-yl)-4-oxo-3,4-dihydro-quinazolin-2-yl]-phenyl}-thiazol-5-yl)-acetamide;

3-(5-chloro-pyridin-2-yl)-2-[4-(2-oxo-tetrahydro-pyrimidin-1-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(2-oxo-imidazolidin-1-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(2-oxo-[1,3]diazepan-1-yl)-phenyl]-3H-quinazolin-4-one;

2-[4-(3-amino-2-oxo-piperidin-1-yl)-phenyl]-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(3-dimethylamino-2-oxo-piperidin-1-yl)-phenyl]-3H-quinazolin-4-one;

~~3-(5-chloro-pyridin-2-yl)-2-[4-(2-oxo-3-pyrrolidin-1-yl-piperidin-1-yl)-phenyl]-3H-quinazolin-4-one;~~

N-(1-{4-[3-(5-chloro-pyridin-2-yl)-4-oxo-3,4-dihydro-quinazolin-2-yl]-phenyl}-2-oxo-piperidin-3-yl)-acetamide;

2-[4-(3-amino-2-oxo-pyrrolidin-1-yl)-phenyl]-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(2-dimethylaminomethyl-imidazol-1-yl)-phenyl]-3H-quinazolin-4-one;

1-{4-[3-(5-chloro-pyridin-2-yl)-4-oxo-3,4-dihydro-quinazolin-2-yl]-phenyl}-1H-imidazole-2-carboxylic acid dimethylamide;

3-(5-chloro-pyridin-2-yl)-2-(4-isoxazol-5-yl-phenyl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-(4-oxazol-5-yl-phenyl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-(4-thiazol-5-yl-phenyl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(3H-[1,2,3]triazol-4-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(5-methyl-4H-[1,2,4]triazol-3-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(5-methyl-[1,3,4]thiadiazol-2-yl)-phenyl]-3H-quinazolin-4-one;

2-biphenyl-4-yl-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

2-(2'-amino-biphenyl-4-yl)-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-(2'-dimethylamino-biphenyl-4-yl)-3H-quinazolin-4-one;

2-(2'-aminomethyl-biphenyl-4-yl)-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-(2'-dimethylaminomethyl-biphenyl-4-yl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-(4-pyridin-2-yl-phenyl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-(4-pyridin-3-yl-phenyl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-(4-pyridin-4-yl-phenyl)-3H-quinazolin-4-one;

2-[4-(2-amino-pyridin-3-yl)-phenyl]-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;
2-[4-(2-aminomethyl-pyridin-3-yl)-phenyl]-3-(5-chloro-pyridin-2-yl)-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(2-dimethylaminomethyl-pyridin-3-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[2-fluoro-4-(2-oxo-2H-pyridin-1-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[2-fluoro-4-(2-oxo-piperidin-1-yl)-phenyl]-3H-quinazolin-4-one;

6-chloro-3-(5-chloro-pyridin-2-yl)-2-[2-fluoro-4-(2-oxo-piperidin-1-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-6-fluoro-2-[2-fluoro-4-(2-oxo-piperidin-1-yl)-phenyl]-3H-quinazolin-4-one;

6-bromo-3-(5-chloro-pyridin-2-yl)-2-[2-fluoro-4-(2-oxo-piperidin-1-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[2-fluoro-4-(2-oxo-piperidin-1-yl)-phenyl]-4-oxo-3,4-dihydro-quinazoline-6-carbonitrile;

3-(5-chloro-pyridin-2-yl)-2-[2-fluoro-4-(2-oxo-piperidin-1-yl)-phenyl]-6-methoxy-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[2-fluoro-4-(2-oxo-piperidin-1-yl)-phenyl]-4-oxo-3,4-dihydro-quinazoline-6-carboxylic acid amide;

6-chloro-3-(5-chloro-pyridin-2-yl)-2-[2-fluoro-4-(2-oxo-2H-pyridin-1-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[2-fluoro-4-(2-oxo-2H-pyridin-1-yl)-phenyl]-6-methoxy-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-6-fluoro-2-[2-fluoro-4-(2-oxo-2H-pyridin-1-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[2-fluoro-4-(2-oxo-2H-pyridin-1-yl)-phenyl]-4-oxo-3,4-dihydro-quinazoline-6-carbonitrile;

~~3-(4-chloro-phenyl)-2-[2-fluoro-4-(2-oxo-2H-pyridin-1-yl)-phenyl]-3H-quinazolin-4-one;~~

~~2-[2-fluoro-4-(2-oxo-2H-pyridin-1-yl)-phenyl]-3-(4-methoxy-phenyl)-3H-quinazolin-4-one;~~

~~3-(3-chloro-phenyl)-2-[2-fluoro-4-(2-oxo-2H-pyridin-1-yl)-phenyl]-3H-quinazolin-4-one;~~

~~2-fluoro-5-{2-[2-fluoro-4-(2-oxo-2H-pyridin-1-yl)-phenyl]-4-oxo-4H-quinazolin-3-yl}-benzonitrile;~~

3-(5-chloro-pyridin-2-yl)-2-[4-(2-oxo-pyrrolidin-1-yl)-phenyl]-3H-quinazolin-4-one;

~~3-(4-chloro-phenyl)-2-[4-(1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;~~

~~3-(4-methoxy-phenyl)-2-[4-(1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;~~

~~3-(3-chloro-phenyl)-2-[4-(1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;~~

~~3-(3-chloro-phenyl)-2-[4-(1-methyl-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;~~

~~3-(4-chloro-phenyl)-2-[4-(1-methyl-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;~~

3-(5-chloro-pyridin-2-yl)-6-methoxy-2-[4-(1-methyl-1H-pyrrol-2-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-{4-[1-(2-dimethylamino-ethyl)-1H-pyrrol-2-yl]-phenyl}-6-methoxy-3H-quinazolin-4-one;

6-chloro-3-(5-chloro-pyridin-2-yl)-2-{4-[1-(2-dimethylamino-ethyl)-1H-pyrrol-2-yl]-phenyl}-3H-quinazolin-4-one;

~~6-chloro-3-(4-chloro-phenyl)-2-[4-[1-(2-dimethylamino-ethyl)-1H-pyrrol-2-yl]-phenyl]-3H-quinazolin-4-one;~~

3-(5-chloro-pyridin-2-yl)-6-methoxy-2-[4-(2-oxo-imidazolidin-1-yl)-phenyl]-3H-quinazolin-4-one;

6-chloro-3-(5-chloro-pyridin-2-yl)-2-[4-(2-oxo-imidazolidin-1-yl)-phenyl]-3H-quinazolin-4-one;

~~6-chloro-3-(4-chloro-phenyl)-2-[4-(2-oxo-imidazolidin-1-yl)-phenyl]-3H-quinazolin-4-one;~~

~~6-chloro-3-(4-methoxy-phenyl)-2-[4-(2-oxo-imidazolidin-1-yl)-phenyl]-3H-quinazolin-4-one;~~

6-chloro-3-(5-chloro-pyridin-2-yl)-2-[4-(2-oxo-tetrahydro-pyrimidin-1-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-6-methoxy-2-[4-(2-oxo-tetrahydro-pyrimidin-1-yl)-phenyl]-3H-quinazolin-4-one;

3-(5-chloro-pyridin-2-yl)-2-[4-(2-dimethylaminomethyl-4,5-dihydro-imidazol-1-yl)-phenyl]-6-methoxy-3H-quinazolin-4-one;

~~3-(4-chloro-phenyl)-2-[4-(2-dimethylaminomethyl-4,5-dihydro-imidazol-1-yl)-phenyl]-6-methoxy-3H-quinazolin-4-one;~~

~~6-chloro-3-(4-chloro-phenyl)-2-[4-(2-dimethylaminomethyl-4,5-dihydro-imidazol-1-yl)-phenyl]-3H-quinazolin-4-one;~~

~~6-bromo-3-(4-chloro-phenyl)-2-[4-(2-dimethylaminomethyl-4,5-dihydro-imidazol-1-yl)-phenyl]-3H-quinazolin-4-one;~~ and

~~2-[4-(2-dimethylaminomethyl-4,5-dihydro-imidazol-1-yl)-phenyl]-3-(4-methoxy-phenyl)-6-methyl-3H-quinazolin-4-one;~~

or a pharmaceutically acceptable salt form thereof.

Claim 8 (Cancelled)

9. (Withdrawn) A method for treating a thromboembolic disorder, comprising: administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1 or a pharmaceutically acceptable salt thereof.

10. (Withdrawn) A method according to Claim 9, wherein the thromboembolic disorder is selected from the group consisting of arterial cardiovascular thromboembolic disorders, venous cardiovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart.

11. (Withdrawn) A method according to Claim 9, wherein the thromboembolic disorder is selected from unstable angina, an acute coronary syndrome, first myocardial infarction, recurrent myocardial infarction, ischemic sudden death, transient ischemic attack, stroke, atherosclerosis, peripheral occlusive arterial disease, venous thrombosis, deep vein

thrombosis, thrombophlebitis, arterial embolism, coronary arterial thrombosis, cerebral arterial thrombosis, cerebral embolism, kidney embolism, pulmonary embolism, and thrombosis resulting from (a) prosthetic valves or other implants, (b) indwelling catheters, (c) stents, (d) cardiopulmonary bypass, (e) hemodialysis, and (f) other procedures in which blood is exposed to an artificial surface that promotes thrombosis.

12. (Withdrawn) A method of treating a patient in need of thromboembolic disorder treatment, comprising: administering a compound of Claim 1 or a pharmaceutically acceptable salt thereof in an amount effective to treat a thromboembolic disorder.

13. (Withdrawn) A method, comprising: administering a compound of Claim 1 or a pharmaceutically acceptable salt thereof in an amount effective to treat a thromboembolic disorder.

14. (Previously Presented) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and and a therapeutically effective amount of a compound of Claim 1.

15. (Previously Presented) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and and a therapeutically effective amount of a compound of Claim 2.

16. (Previously Presented) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and and a therapeutically effective amount of a compound of Claim 3.

17. (Previously Presented) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and and a therapeutically effective amount of a compound of Claim 4.

18. (Previously Presented) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and and a therapeutically effective amount of a compound of Claim 5.

19. (Previously Presented) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and and a therapeutically effective amount of a compound of Claim 6.

20. (Previously Presented) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and and a therapeutically effective amount of a compound of Claim 7.

Claim 21 (Cancelled)